Notice of 2022 Annual Meeting of Shareholders

and

Management Information Circular

April 29, 2022

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Notice of 2022 Annual Meeting of Shareholders

You are invited to our 2022 annual meeting of common shareholders (the "Meeting"):

When: Thursday, June 9, 2022 at 10:00 a.m. (Mountain time)

Where: Virtual-only meeting via live audio webcast at https://web.lumiagm.com/249639854

We will conduct the following items of business at the Meeting:

1. Receive our 2021 annual audited consolidated financial statements and the auditors' report thereon.
2. Fix the number of directors to be elected at the Meeting at eight (8).
3. Elect the eight (8) management nominees as directors.
4. Appoint KPMG LLP as auditors.
5. Transact such other business as may be properly brought before the Meeting.

Your vote is important

If you are a shareholder of record of Touchstone Exploration Inc. common shares at the close of business on April 25, 2022, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your common shares and participate in the Meeting. Our Management Information Circular dated April 29, 2022 includes important information with respect to voting your common shares and attending and participating at the Meeting. Please read it carefully before you vote.

To continue to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders amid ongoing concerns regarding the novel coronavirus pandemic, we are holding a virtual-only Meeting which will be conducted via live audio webcast. Every shareholder and duly appointed proxyholder, regardless of their geographic location and ownership, will have an equal opportunity to participate in the Meeting online and vote on the matters to be considered at the Meeting. You cannot attend the Meeting in person.

By Order of the Board of Directors

(signed) *"Paul R. Baay"*
Paul R. Baay
Director, President and Chief Executive Officer

Calgary, Alberta, Canada
April 29, 2022

How to vote			
	Registered Shareholder *Shares held in own name*	**Beneficial Shareholder** *Shares held with a broker, bank or other intermediary*	**Depository Interest Holder** *Shares held via depository interests on the UK register*
Internet:	https://login.odysseytrust.com/pxlogin	www.proxyvote.com	n/a
Phone:	n/a	Call the number(s) listed on your voting instruction form	n/a
Mail:	Return your form of proxy in the enclosed reply envelope	Return your voting instruction form in the enclosed reply envelope	Return your form of direction in the enclosed reply envelope by 5:30 p.m. (BST) on June 1, 2022

If you cannot participate in the Meeting, please submit your vote well in advance of the proxy deposit deadline of 10:00 a.m. (Mountain time) on Tuesday, June 7, 2022.

Letter to Shareholders

Dear fellow shareholders,

On behalf of the Board of Directors and Management team of Touchstone Exploration Inc., we are pleased to invite you to attend our annual meeting of shareholders to be held on Thursday, June 9, 2022 at 10:00 a.m. (Mountain time) in a virtual-only format that will be conducted via live audio webcast accessible at https://web.lumiagm.com/249639854.

We are once again holding a virtual-only meeting to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders amid ongoing concerns regarding the COVID-19 pandemic. Every shareholder and duly appointed proxyholder, regardless of their geographic location and ownership, will have an equal opportunity to participate at the meeting and vote on the matters to be considered at the meeting. Your vote is important to us. Whether or not you plan to participate in the meeting, we urge you to vote and submit your voting instruction or proxy form in advance of the meeting. This document contains detailed instructions on how to vote and participate in our meeting and includes important information about how Touchstone is governed and how our directors and executive officers are compensated.

Our 2021 development plan was strategically balanced between increasing base crude oil production levels and proceeding with our Ortoire exploratory activities. Despite continuing COVID-19 challenges in Trinidad, we had an incident free exploration and development program, highlighted by drilling our successful Royston-1 exploration well, acquiring 22-line kilometres of 2D seismic in the Royston area and drilling three legacy crude oil development wells. We continued to focus on liquidity by expanding our local credit facility to ensure that we maintain appropriate funds to accomplish our primary 2022 objective of bringing our Coho and Cascadura discoveries onstream.

2021 was not without challenges, which was expected given a large portion of our capital expenditures were focused on exploration activities and obtaining regulatory approvals. We believe that the relationships, experience and knowledge gained through these regulatory processes will allow us to forecast and execute future projects more efficiently. Despite these challenges, we are proud to report that we continued to advance our Trinidad operations in 2021, notably:

- entered into revised ten-year operating agreements for our core legacy oil properties through December 31, 2030;
- identified a new light oil discovery in the Herrera Formation at Royston;
- negotiated and commenced construction of our Coho natural gas tie-in to establish the first new onshore natural gas discovery in the past 20 years;
- submitted an extensive environmental impact assessment relating to our Cascadura field development plan which includes facilities and pipeline construction;
- entered into agreements to dispose of three non-core properties that had operating costs substantially higher than our corporate average and included considerable future decommissioning obligations;
- imported a modern drilling rig to Trinidad which was used to drill our first infill development wells since 2019; and
- continued our commitment to safety and environmental stewardship, which included publishing our inaugural sustainability report as a baseline for continual improvement.

In 2022 we are prioritizing facility construction projects in anticipation of a step change in our production levels with a focus on converting our extensive Trinidad reserves base to cash flows. Our 2022 strategy is aimed at moving from our reliance on lower netback crude oil production to a diversified production mix of oil, natural gas and associated liquids, as well as prioritizing our multi-year development and exploration opportunities based on an optimal portfolio strategy. We have proven that value creation in the onshore

Trinidad upstream oil and gas industry is accomplished through drilling. We are in a unique position of having a balanced development and exploration portfolio and future product diversification that ultimately lowers our risk profile as we proceed with our long-term business strategy.

We remain committed to our purpose of providing energy responsibly, and foundational to this purpose is enhancing our environmental, social and governance ("ESG") performance to support responsible development of our assets and to enhance the lives of our employees and the members of the communities in which we operate. Our Board of Directors recognizes that ESG is directly linked to our long-term value, and we are fully engaged in Management's continuing integration of ESG risks and opportunities into our business, which will allow us to identify more efficient and sustainable ways to operate. We are currently developing an ongoing strategy to reduce our environmental footprint, with our main initiatives to capture all solution gas from our wells and sales facilities and reduce effluent released into the environment as outlined in our inaugural 2020 sustainability report. We look forward to continuing our ESG journey and providing greater detail and transparency on our performance in our upcoming 2021 sustainability report.

On behalf of the Board of Directors, we would like to express our sincere gratitude to our leadership team and our employees for their tireless efforts in service of our many stakeholders. 2021 was a complex year of change and activity, and our team demonstrated a relentless commitment to safety and operational excellence.

On behalf of our Board of Directors and Management team, we thank you, our shareholders, for your continued support and confidence in Touchstone.

Sincerely,

(signed) *"John D. Wright"*	(signed) *"Paul R. Baay"*
John D. Wright	Paul R. Baay
Chair of the Board of Directors	Director, President and Chief Executive Officer

Management Information Circular

For the Annual Meeting of Shareholders
To be held on June 9, 2022

This management information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the Management of Touchstone Exploration Inc. ("**Touchstone**", "**we**", "**our**", "**us**" or the "**Company**") for use at the 2022 annual meeting of the holders of common shares of Touchstone (the "**Meeting**"). Information contained in this Information Circular is given as of April 29, 2022, and all amounts set forth herein are stated in Canadian dollars, unless noted otherwise.

Touchstone is having a virtual-only Meeting this year, which will be conducted via live audio webcast, amid ongoing concerns regarding the public health impact of COVID-19 and to prudently protect the health and well-being of our communities, shareholders, employees and other stakeholders that participate in our shareholder meetings. All shareholders will have an opportunity to participate in the Meeting online regardless of their geographic location. Shareholders will not be able to attend the Meeting in person.

The virtual-only Meeting will be conducted via live audio webcast at https://web.lumiagm.com/249639854 commencing at 10:00 a.m. (Mountain time) on June 9, 2022 for the purposes set forth in the accompanying Notice of 2022 Annual Meeting of Shareholders (the "**Notice of Meeting**"). It is the Company's intention to resume holding in person or hybrid annual meetings under normal circumstance.

You will find financial information about Touchstone in our comparative annual audited consolidated financial statements and accompanying management's discussion and analysis of our financial and operating results for the year ended December 31, 2021. Contact us for a copy of these documents. You can also find these documents and other important information about Touchstone on our website (www.touchstoneexploration.com) and under our profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") (www.sedar.com).

This Information Circular contains forward-looking statements that are based on our current expectations, estimates, projections and assumptions in light of our experience and perception of historic trends. Forward-looking statements involve known and unknown risks, and actual results may differ materially from those expressed or implied by these forward-looking statements. These forward-looking statements are made only as of the date of this Information Circular, and Touchstone does not undertake any obligation to publicly update or revise the forward-looking statements contained in this document, except as required by law. Please see the "*Forward-looking Statements*" advisory section herein for further information.

In this Information Circular, we also refer to certain financial measures that are not defined by generally accepted accounting principles ("**GAAP**"). Please see the "*Non-GAAP Financial Measures"* advisory section herein for information about these measures and why they are used.

About Touchstone Exploration Inc.

Touchstone is incorporated under the laws of Alberta, Canada with its head office located in Calgary, Alberta. The Company is an oil and natural gas exploration and production company active in the Republic of Trinidad and Tobago ("**Trinidad**"). Touchstone is currently one of the largest independent onshore oil producers in Trinidad, with assets in several large, high-quality reservoirs that have significant internally estimated total petroleum initially-in-place and an extensive inventory of oil and natural gas development and exploration opportunities. The Company's common shares are traded on the Toronto Stock Exchange ("**TSX**") and the AIM market of the London Stock Exchange ("**AIM**") under the symbol **TXP**.

Touchstone's strategy is to leverage Canadian experience and capability to international onshore properties to create shareholder value. Outside of its core Trinidad portfolio, the Company will continue to examine opportunities in jurisdictions that have stable political and fiscal regimes coupled with large defined petroleum initially-in-place.

Meeting Details

Meeting Materials

We have elected to use the "notice-and-access" provisions under National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* to deliver Meeting materials to the registered holders of our common shares ("**Registered Shareholders**") and our Beneficial Shareholders (as defined below). The notice-and-access provisions are a set of rules developed by the Canadian Securities Administrators that allow companies to post certain meeting materials online, reducing paper usage and mailing costs. All shareholders will still receive a notice form with information about the Meeting and how to obtain our Meeting materials, as well as a form of proxy (Registered Shareholders) or a voting instruction form (Beneficial Shareholders). All shareholders who previously asked to receive financial information will also receive a copy of our 2021 annual audited consolidated financial statements and accompanying management's discussion and analysis.

Shareholders with questions about notice-and-access can call our transfer agent, Odyssey Trust Company ("**Odyssey**") toll free within North America at 1-888-290-1175 (1-587-885-0960 outside of North America).

In order to receive a paper copy of this Information Circular and other Meeting materials, requests by shareholders may be made up to one year from the date the Information Circular was filed on SEDAR (www.sedar.com) by: (i) calling Odyssey toll free within North America at 1-888-290-1175 (1-587-885-0960 outside of North America); (ii) by emailing a request to info@touchstoneexploration.com; or (iii) online at the following websites: www.touchstoneexploration.com/investors/shareholder-meetings or www.odysseycontact.com. Requests should be received at least ten business days in advance of the proxy deposit date set out in the proxy or voting instruction form in order to receive the Meeting materials in advance of such date and the Meeting date.

Who Can Vote?

Only shareholders of record at the close of business on April 25, 2022 are entitled to vote at the Meeting, unless that shareholder has transferred any common shares subsequent to that date and the transferee of those common shares, not later than ten days before the Meeting, establishes ownership of the common shares and demands that the transferee's name be included on the list of persons entitled to vote at the Meeting.

Proxy Solicitation

Management of Touchstone is soliciting your proxy for the Meeting. We pay all costs for producing and mailing this Information Circular and Meeting materials and for soliciting your proxy. Brokers, nominees or other persons holding common shares in their names will be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the Beneficial Shareholders of such common shares. Our employees and directors may contact you by telephone, electronically or in person to encourage you to vote; however, they are not paid for these services. While no arrangements have been made to date, we may contract for the distribution and solicitations of proxies for the Meeting.

How to Participate in the Meeting

Registered Shareholders and duly appointed proxyholders (including Beneficial Shareholders who have duly appointed themselves as proxyholders) who participate in the Meeting online will be able to listen to the virtual Meeting, ask questions and vote, all in real time, provided they are connected to the internet and properly follow the instructions on the website. Beneficial Shareholders who have not duly appointed themselves as proxyholders may still participate in the Meeting as guests. Guests will be able to listen to the Meeting but will not be able to vote or ask questions at the Meeting.

Please follow the steps to attend the virtual-only Meeting:

- Go to https://web.lumiagm.com/249639854 in your web browser.
- If you have voting rights, select "Login" and enter your username and the password "touchstone2022" (case sensitive).
- If you do not have voting rights, select "Guest" and complete the online form.

You will be able to login to the website from 9:30 a.m. (Mountain time) on June 9, 2022. The Meeting will start at 10:00 a.m. (Mountain time).

Please visit https://odysseytrust.com/virtual-meetings for a tutorial on logging in, participating and voting in the virtual Meeting.

In addition, please visit our website (www.touchstoneexploration.com/investors/shareholder-meetings) or our profile on SEDAR (www.sedar.com) for a detailed virtual meeting user guide.

Asking Questions at the Meeting

Touchstone believes that the ability to participate in the Meeting in a meaningful way remains important despite the decision to hold the Meeting virtually. Registered Shareholders, Beneficial Shareholders who have appointed themselves as proxyholders, and proxyholders accessing the Meeting will have the opportunity to ask questions at the Meeting in writing by sending a message to the Chair of the Meeting online through the virtual meeting platform.

Difficulties in Accessing the Meeting

Shareholders with questions regarding the virtual meeting portal or requiring assistance accessing the Meeting website may contact Lumi support at support@lumiglobal.com or visit www.lumiglobal.com/faq for additional information.

If you are accessing the Meeting, you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. If you lose connectivity once the Meeting has commenced, there may be insufficient time to resolve your issue before ballot voting is completed. Therefore, even if your current plan is to access the Meeting and vote during the live webcast, you should consider voting your common shares in advance or by proxy so that your vote will be counted in the event that you experience any technical difficulties or are otherwise unable to access the Meeting.

Voting and Proxies

Registered Shareholders

You are a Registered Shareholder if you have share certificates in your name.

How to Vote

If you are a Registered Shareholder, you can vote your common shares using the form of proxy provided by the Company or by participating and voting in real time at the Meeting online. The 12-digit control number located at the bottom of your proxy form is your username required to login to the Meeting.

Voting by Proxy

Shares represented by proxy will be voted as directed by the holder. The representatives of Touchstone named in the form of proxy are willing to serve as proxyholders, and voting instructions can be provided to them in one of two ways:

- through the internet by using the 12-digit control number located at the bottom of the proxy form at https://login.odysseytrust.com/pxlogin; or
- by completing the proxy form and mailing it in the enclosed reply envelope.

If appointed and you do not specify your voting instructions, the representatives of Touchstone will vote your shares FOR each item of business.

Alternatively, you have the right to appoint a proxyholder (who need not be a shareholder) other than the representatives of Touchstone designated in the form of proxy to represent you at the Meeting. If you wish to appoint someone else to be your proxyholder, please insert the name of your chosen proxyholder in the space provided on the proxy form and return your proxy by mail or vote by using the internet at https://login.odysseytrust.com/pxlogin. In addition, **YOU MUST** email touchstone@odysseytrust.com by 10:00 a.m. (Mountain time) on Tuesday, June 7, 2022 and provide Odyssey with the required information for your chosen proxyholder so that Odyssey may provide the proxyholder with a control number via email. This control number will be the username to allow your proxyholder to login to and vote at the Meeting. **Without a control number your proxyholder will only be able to login to the Meeting as a guest and will not be able to vote.**

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is signed by the shareholder or by the shareholder's attorney authorized in writing, or if the shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof.

If any amendments or variations are proposed at the Meeting or any adjournments or postponements thereof to matters set forth in the proxy and described in this Information Circular, or if any other matters properly come before the Meeting or any adjournments or postponements thereof, the proxy confers upon the shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters, regardless of whether or not the amendments or variations or such other matters are routine or contested, according to the best judgement of the person voting the proxy at the Meeting. At the date of this Information Circular, Management of Touchstone knows of no such amendments or variations or other matters to come before the Meeting.

Beneficial Shareholders

Many of our shareholders are Beneficial Shareholders. You are a beneficial shareholder if your shares are registered in the name of a nominee, such as your bank, trust company, securities broker or trustee ("**Beneficial Shareholders**"). In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for CDS Depository and Clearing Services Inc., which acts as nominee for many Canadian brokerage firms. In the United States, most common shares are registered in the name of Cede & Co., the nominee of The Depository Trust Company.

Brokers or nominees can only vote the shares for their clients if they have received specific voting instructions from them.

Voting Instructions

To vote your shares as a Beneficial Shareholder, you must give your broker your voting instructions using the voting instruction form provided. Be sure to follow the instructions provided on the form to allow enough time for your voting instructions to reach your nominee, so they have sufficient time to process them prior to the Meeting.

The majority of brokers and nominees delegate responsibility for obtaining voting instructions from their clients to Broadridge Investor Communications Solutions Inc. ("**Broadridge**"). Broadridge typically mails a voting instruction form in lieu of a form of proxy that is to be completed and returned to them by mail or fax. Alternatively, you can call the toll-free telephone number or visit www.proxyvote.com to submit your voting instructions online. The voting instruction form cannot be used at the Meeting; it must be returned to Broadridge well in advance of the Meeting in order to have your shares voted.

For any questions regarding the voting of common shares held through an intermediary, please contact that intermediary for assistance.

Voting at the Meeting

If you are a Beneficial Shareholder and you want to participate in the Meeting and vote your shares in real time, you must print your own name as the proxyholder on the voting instruction form and return it in the enclosed reply envelope. Do not complete the rest of the form or submit your voting instructions because your vote will be taken at the Meeting. If your voting instruction form indicates that you can vote online, you must type your name as proxyholder on the online form according to the instructions.

Odyssey will provide you with a 12-digit control number via email after the proxy voting deadline has passed, and you have been duly appointed and registered as described in the heading "*Registered Shareholders - Voting by Proxy*" above.

Depositary Interest Holders

Beneficial Shareholders who hold their common shares through the depository ("**Depositary Interest Holders**") Link Group (the "**Depository**") are required to follow the following UK voting instructions.

Depositary Interest Holders can direct the Depositary how to vote their common shares or abstain from voting by completing, signing and returning the enclosed form of direction (the "**Form of Direction**"). To be valid, the Form of Direction must be filled out, executed (exactly as the shareholder's name appears on the Form of Direction), and returned by mail using the enclosed reply envelope, or by courier or hand delivery to the office of the Depositary, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 5:30 p.m. (BST) on Wednesday, June 1, 2022 in order for the Depository to vote as per your instructions at the Meeting. Alternatively, Depositary Interest Holders may instruct the Depositary how to vote by utilizing the CREST electronic voting service as explained under the "*Crest Voting Instructions*" heading below.

If Depositary Interest Holders receive requests from underlying Beneficial Shareholders to participate in the virtual Meeting and vote their common shares in real time at the virtual Meeting, they should refer to the instructions included in the Form of Direction.

CREST Voting Instructions

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting or any adjournments or postponements thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted by no later than 5:30 p.m. (BST) on Wednesday, June 1, 2022 (under CREST Participation ID RA10). The time of receipt will be taken to be the time from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of the CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

Deadline to Vote

Odyssey, our transfer agent, must receive your completed proxy form or voting instructions by 10:00 a.m. (Mountain time) on Tuesday, June 7, 2022, or if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays observed in the Province of Alberta) prior to the time set for the Meeting to be reconvened.

If you are a Beneficial Shareholder, we recommend sending your voting instructions immediately, which will allow enough time for your nominee to receive the information and forward it to Odyssey.

Changing Your Vote

You can revoke a proxy form you previously submitted by sending us a revocation notice in writing from you or an attorney to whom you have given written authorization. If the shareholder is a corporation, the change must be made under its corporate seal or by an authorized officer or attorney. The written notice must be delivered to our head office any time before 4:30 p.m. (Mountain time) on Wednesday, June 8, 2022 or if the Meeting is adjourned or postponed, the last business day before the date the Meeting is reconvened. The Chair of the Meeting may waive or extend the proxy cut-off without notice. You can also revoke your proxy in any other way the law permits. If you have followed the process for participating in and voting at the Meeting online as described under the heading "*How to Participate in the Meeting*" above, voting at the Meeting online will revoke your previous proxy. If you are a Beneficial Shareholder, contact your broker, financial institution or the nominee that holds your common shares to revoke your voting instructions.

Quorum for Meeting and Approval Requirements

At the Meeting, our by-laws state that quorum shall consist of two (2) or more persons present and holding or representing by proxy not less than five percent (5%) of the Company's outstanding common shares. If a quorum is not present at the opening of the Meeting, the shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business.

All matters to be considered at the Meeting are ordinary resolutions requiring approval by more than fifty percent (50%) of the votes cast in respect of the resolution at the Meeting.

As of the date hereof, the Management of Touchstone is aware of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

Voting of Common Shares and Principal Holders Thereof

The Company is authorized to issue an unlimited number of common shares without nominal or par value. As of the date hereof, 212,275,327 common shares are issued and outstanding as fully paid and non-assessable shares in the capital of the Company. The holders of common shares are entitled to one vote per common share at meetings of shareholders, to receive any dividend when declared by the Board of Directors of the Company (the "**Board**") and to receive *pro rata* upon liquidation, dissolution or winding-up of the Company, the remaining property of the Company.

The Company has not declared or paid dividends on the common shares since incorporation. Any decision made by the Board to pay dividends from time to time will be based upon, among other things, the level of cash flow, results of operations and financial condition, the need for funds to finance ongoing operations and other business and legal considerations as the Board considers relevant, including the satisfaction of the liquidity and solvency tests imposed by the *Business Corporations Act* (Alberta) ("**ABCA**") for the declaration and payment of such dividends.

The record date for the determination of shareholders is April 25, 2022, and only shareholders of record at the close of business on such date are entitled to receive notice of, participate in, and vote at the Meeting, unless a shareholder has transferred their common shares subsequent to that date and the transferee of those common shares, not later than ten days before the Meeting, establishes ownership of the common shares and demands that the transferee's name be included on the list of persons entitled to vote at the Meeting.

To the best of the knowledge of the directors and executive officers of the Company, as of the date hereof, there are no persons or companies who beneficially own, directly or indirectly, or control or direct common shares carrying more than ten percent (10%) of the voting rights attached to all of the issued and outstanding common shares.

Other Matters Related to the Meeting

Majority Voting Policy

The Board adopted a Majority Voting Policy because we believe it reflects good corporate governance. Unless there is a contested election, a director who receives more "withhold" than "for" votes will tender their resignation to the Chair of the Board, to be effective upon acceptance by the Board. The Board will accept the resignation absent extraordinary circumstances. The Board's decision to accept or reject the resignation must be made within ninety days of the particular annual meeting. The Board's decision, including the reasons for not accepting any resignation, will be promptly disclosed to the public, including by way of news release in advance of issuance. A copy of the policy is available on our website (www.touchstoneexploration.com/governance/board-mandate).

Advance Notice By-law

Amended and Restated By-law No. 1 of the Company (the "**By-law**"), which was ratified by shareholders at the Company's annual and special meeting of shareholders held in 2017, contains advance notice provisions, which provide shareholders, the Board and Management of the Company with a clear framework for nominating directors to ensure orderly business at shareholder meetings by effectively preventing a shareholder from putting forth director nominations from the floor of a shareholder meeting without prior notice. Among other things, the By-law fixes a deadline by which shareholders must submit notice of director nominations to the Company prior to any annual or special meetings of shareholders. It also specifies the information that a nominating shareholder must include in the notice to the Company regarding each director nominee and the nominating shareholder for the notice to be in proper written form in order for any director nominee to be eligible for nomination and election at any annual or special meetings of shareholders of the Company. These requirements are intended to provide all shareholders with the opportunity to evaluate and review the proposed candidates and vote on an informed and timely manner regarding such nominees. The By-law does not affect nominations made pursuant to a "proposal" made in accordance with the ABCA or a requisition of a meeting of shareholders made pursuant to the ABCA. As of the date of this Information Circular, the Company has not received any nominations pursuant to the advance notice provisions contained in the By-law. A copy of our By-law is available on our website (www.touchstoneexploration.com/governance/constating-documents).

Matters to be Acted Upon at the Meeting

The following matters will be acted upon at the Meeting:

Proposal	Management's recommendation
Fix the number of directors to be elected at eight (8)	FOR
Elect the eight (8) Management nominees as directors	FOR
Appoint KPMG LLP as auditors and to authorize the directors to fix their remuneration	FOR

Receipt of the Financial Statements and Auditors' Report

At the Meeting, shareholders will receive the comparative annual audited consolidated financial statements of the Company for the year ended December 31, 2021 together with the auditors' report thereon, but no vote by the shareholders with respect thereto is required or proposed to be taken.

Our comparative annual audited consolidated financial statements and accompanying Management's discussion and analysis for the year ended December 31, 2021 are available on our website (www.touchstoneexploration.com) and under our profile on SEDAR (www.sedar.com).

Fixing the Number of Directors

It is proposed that the number of directors to be elected at the Meeting, to hold office until the next annual meeting of shareholders or until their successors are elected or appointed, be fixed at eight (8).

Management recommends that shareholders vote FOR fixing the number of directors to be elected at the Meeting at eight (8). Unless instructed otherwise, the persons named in the enclosed form of proxy will vote FOR fixing the number of directors to be elected at the Meeting at eight (8).

Election of Directors

Action is to be taken at the Meeting with respect to the election of directors. Shareholders will be asked to pass an ordinary resolution at the Meeting to elect, as directors, the nominees proposed by Management whose names are set forth below. Voting for the election of nominees will be conducted on an individual, and not on a slate, basis. Each nominee elected will hold office until the next annual meeting of shareholders or until such director's successor is duly elected or appointed, unless their office is vacated earlier in accordance with the Company's articles.

Paul R. Baay	**Stanley T. Smith**
Kenneth R. McKinnon	**Thomas E. Valentine**
Peter Nicol	**Dr. Harrie Vredenburg**
Beverley Smith	**John D. Wright**

Each proposed nominee has indicated their willingness to serve as a director until the next meeting of shareholders. Please refer to the "*Board of Directors*" section in this Information Circular for further information regarding the nominated directors.

Management recommends that shareholders vote FOR the election of the Management nominees as directors. Unless instructed otherwise, the persons named in the enclosed form of proxy will vote FOR the election of the Management nominees as directors.

Shareholders should note that, as a result of the Company's Majority Voting Policy, a "withhold vote" is effectively the same as a vote against a director nominee in an uncontested election.

Under our articles, the number of directors may be fixed or changed from time to time by ordinary resolution but shall not be fewer than three (3). Between annual meetings, the directors have the authority to fill casual vacancies that may from time to time exist or appoint additional directors provided however that such number of additional directors shall not exceed one-third of those directors elected at the last annual shareholder meeting.

If for any reason, any of the proposed nominees does not stand for election or is unable to serve as such, the Management designees named in the form of proxy reserve the right to vote for any other nominee in their sole discretion unless the shareholder has specified therein that its common shares are to be withheld from voting on the election of directors.

Appointment of Auditors

Unless otherwise directed, it is Management's intention to vote the proxies in favour of appointing the firm of KPMG LLP, Chartered Professional Accountants, of Calgary, Alberta ("**KPMG**"), to serve as our auditors until the next annual meeting of the shareholders, at such remuneration to be determined by the Board. KPMG has been our auditors since September 29, 2021.

The Board appoints an independent registered accounting firm annually based on the recommendation of its Audit Committee. The Audit Committee and the Board have reviewed the performance of KPMG, including its independence relating to the audit, and recommends the re-appointment of KPMG as our auditors for 2022.

Management recommends that shareholders vote FOR the appointment of KPMG LLP as our auditors and to authorize the directors to fix their remuneration. Unless instructed otherwise, the persons named in the enclosed form of proxy will vote FOR the appointment of KPMG LLP.

On September 29, 2021, following an extensive external auditor review and proposal process conducted by Management and the Board's Audit Committee, the Board unanimously approved that we change auditors from Ernst & Young LLP ("**EY**") to KPMG. There were no "reportable events" within the meaning of National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**") involving the Company and EY in connection with the audits of our two most recently completed financial years or in connection with any subsequent period up to and including September 29, 2021. See Appendix "B" to this Information Circular for a copy of the reporting package in respect of such change of auditor which was filed on SEDAR on October 1, 2021.

The following table summarizes the aggregate fees paid or payable to each auditor as applicable for the years ended December 31, 2021 and 2020. Invoices denominated in foreign currencies have been translated to Canadian dollars at average exchange rates for the relevant year.

Nature of services	2021 KPMG fees ($)	2021 EY fees ($)	2021 Combined fees ($)	2020 EY fees ($)
Audit fees[(1)]	176,550	58,708	**235,258**	240,530
Audit-related fees[(2)]	-	-	**-**	-
Tax fees[(3)]	-	37,165	**37,165**	38,583
All other fees[(4)]	74,500	-	**74,500**	-
Total fees	**251,050**	**95,873**	**346,923**	**279,113**

Notes:

1. "Audit fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit fees also include audit or other attest services in connection with statutory and regulatory filings and engagements.
2. "Audit-related fees" include fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements but not reported as Audit fees.
3. "Tax fees" include fees for professional services for tax compliance, tax planning and tax advice.
4. "All other fees" include fees for all other services not meeting the fee classifications above. In 2021 we engaged KPMG to assist with the publication of our inaugural 2020 sustainability report published in December 2021, which represented the non-audit and non-tax fees paid in 2021. KPMG was engaged to perform these services prior to being appointed as our external auditors. In 2022, it is projected that our non-audit and non-tax fees paid to KPMG will be reduced.

Certain information regarding the Company's Audit Committee that is required to be disclosed in accordance with National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") is contained in the Company's 2021 Annual Information Form dated March 25, 2022 (the "**2021 AIF**") under the heading "*Audit Committee*" and in Appendix "C" attached to the 2021 AIF.

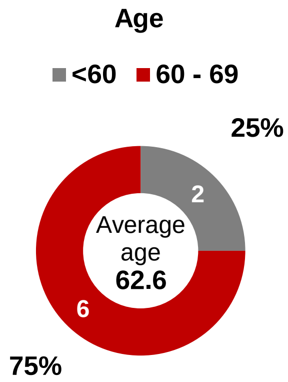
Other Matters

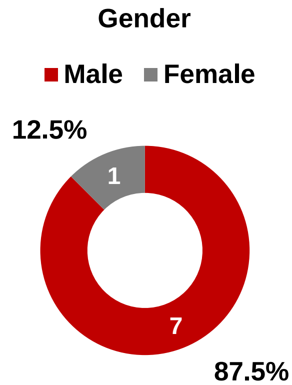
Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the common shares represented by proxy solicited hereby will be voted or withheld from voting on such matters in accordance with the best judgement of the person voting such proxy.

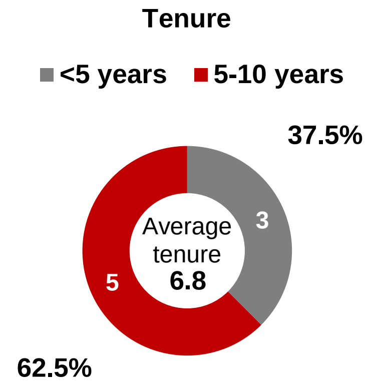
Board of Directors

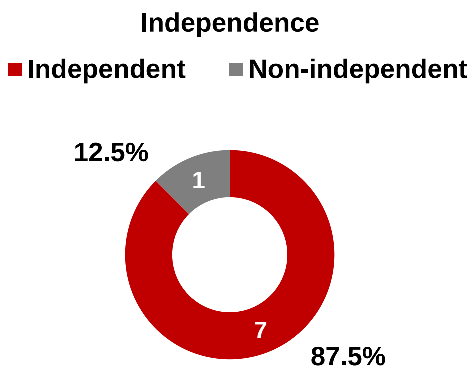
The Board of Directors is responsible for the stewardship of Touchstone on behalf of its shareholders to ensure the long-term success of the Company. The Board currently has eight (8) members, including seven (7) independent, non-management directors and the President and Chief Executive Officer. Management has nominated the Company's eight (8) current directors to hold office until the next annual meeting of shareholders. The director nominees have a range of leadership in the international oil and gas industry, as well as expertise in other disciplines that we believe are beneficial to the Company and our shareholders.

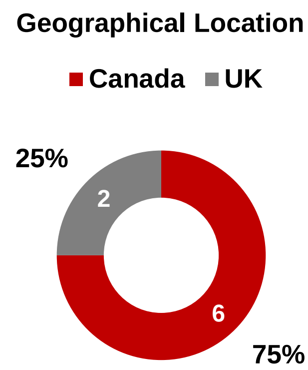
Overview of Nominated Directors





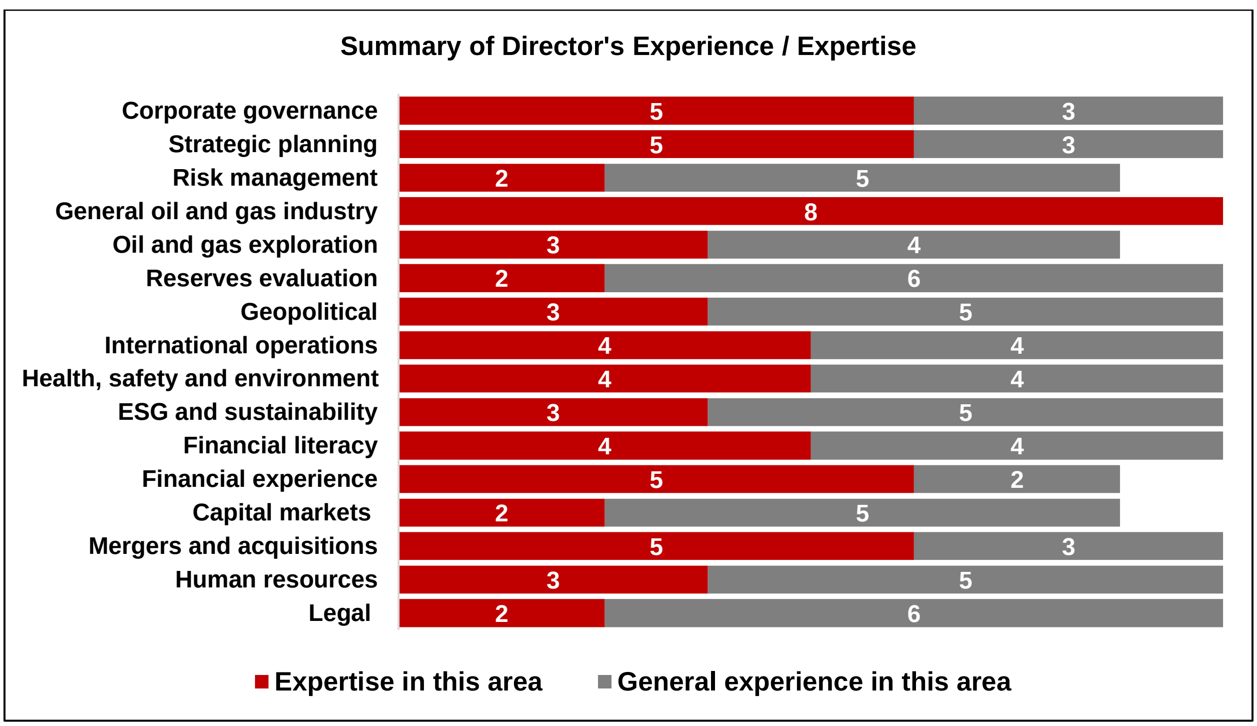






Summary of Nominated Director's Experience

The following table sets forth the mix of experience and knowledge of our nominated directors.



Biographies of Nominated Directors

As of the date hereof, the directors of the Company, as a group, beneficially owned, controlled or directed, directly or indirectly, 9,122,331 common shares representing approximately 4.3 percent of Touchstone's issued and outstanding common shares. The following information related to the director nominees, including common shares beneficially owned, or controlled or directed, directly or indirectly, is based upon information furnished to the Company by the respective nominees.

Paul R. Baay, ICD.D

Calgary, Alberta, Canada

Age: 59

Director since May 13, 2014

Non-independent director

Shareholder approval rating at the 2021 annual meeting: 98.83%

Mr. Baay has over 25 years of experience leading oil and gas exploration and production companies and is currently our President and Chief Executive Officer. Mr. Baay established Touchstone Energy Inc. and was the former Chair of the Board and Chief Executive Officer from July 2010 to May 2014. Prior thereto, Mr. Baay was Managing Director of Abacus Energy, part of Abacus Private Equity from 2007 through 2010 and was a Senior Officer of True Energy Inc. from 2000 through 2007. From 2005 to 2012 he was the Chair of the Board of Directors of Vero Energy Inc. From 1998 to 2000 he was the Chair of the Board of Directors of Request Seismic Surveys Ltd. and served as President, Chief Executive Officer, and director of Remington Energy Ltd. from 1991 to 1999.

Mr. Baay is Vice Chair of the Board of Directors of the Alberta Foundation for the Arts and is a member of the Board of Trustees of the National Art Gallery of Canada since June 2006. He is a member of the Institute of Corporate Directors and is a graduate of the University of Western Ontario, with a BA in administrative and commercial studies.

Board and Committee Participation		**Position**	**Meetings**	**Attendance**
Board of Directors		Member	6/6	100%
Equity Holdings(1)	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares(2)	1,629,474	2,623,453	1,405,740	3,078,571
Stock Options(3)	1,950,000	1,987,500	1,800,000	3,445,500
Total(4)	**3,579,474**	**4,610,953**	**3,205,740**	**6,524,071**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

Kenneth R. McKinnon, Q.C., ICD.D

Calgary, Alberta, Canada

Age: 63

Director since October 24, 2012

Independent director

Shareholder approval rating at the 2021 annual meeting: 98.93%

Mr. McKinnon has been an independent consultant since July 2020. Prior thereto, he was a Partner at Citrus Capital Partners Ltd. (advisory and consulting firm) from January 2014 to June 2020. Mr. McKinnon previously held various executive positions with Critical Mass (a digital experience design agency) over a period of 18 years, most recently as Senior Vice-President and General Counsel.

Mr. McKinnon has been a director of Touchstone Exploration Inc. (formerly Petrobank Energy and Resources Ltd.) since 2012. Mr. McKinnon is a director, Chair of the Compensation Committee and member of the Audit Committee of Alvopetro Energy Ltd., positions he has held since November 2013. Previously, Mr. McKinnon was a director, the Chair of the Audit Committee and the Chair of the Compensation and Governance Committee of The Supreme Cannabis Company Inc. from March 2019 to June 2021. Mr. McKinnon was formerly a director of Lightstream Resources Ltd. from October 2009 to December 2016 and held the position of Chair of the Board of Directors from May 2011 through December 2016.

Mr. McKinnon previously served on the Board of Governors of the University of Calgary and as a director of Alberta Innovates, holding positions on the Executive Committee and as Chair of the Compensation and Governance Committees in each organization. Mr. McKinnon is a member of the Institute of Corporate Directors.

Board and Committee Participation		**Position**	**Meetings**	**Attendance**
Board of Directors		Member	6/6	100%
Audit Committee		Member	5/5	100%
Compensation and Governance Committee		Chair	3/3	100%
Equity Holdings(1)	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares(2)	558,207	898,713	544,754	1,193,011
Stock Options(3)	610,000	615,175	467,500	886,325
Total(4)	**1,168,207**	**1,513,888**	**1,012,254**	**2,079,336**
Other Public Board Directorships		**Committee Positions**		
Alvopetro Energy Ltd.		Chair of the Compensation Committee Audit Committee		

Peter Nicol

London, United Kingdom

Age: 65

Director since June 26, 2017

Independent director

Shareholder approval rating at the 2021 annual meeting: 89.72%

Mr. Nicol has over 40 years of experience in the oil and gas sector in both industry and investment banking. He founded and has been the Chief Executive Officer of Locin Energy Ltd. (energy consulting firm) since March 2012. Mr. Nicol is currently a director and member of the Audit Committee and Compensation Committee of Eco (Atlantic) Oil and Gas Ltd., a public company dual listed on the TSXV and AIM and a director of AIM quoted Deltic Energy plc. He also serves as a director of ERC Equipoise Limited and Thorogood Associates Ltd., both private companies.

He has worked with and advised a number of small-medium cap and private-equity financed companies in the United Kingdom, Canada and Norway on mergers and acquisitions, financing and as a director. Mr. Nicol was formerly a partner in GMP Securities Europe as the Head of the Oil and Gas Research, researching and raising capital for international oil and gas exploration and production companies. Mr. Nicol also previously held positions with Tristone Capital as Executive Managing Director for International Oil and Gas Research, ABN AMRO as Global Sector Director of Oil and Gas Research, as Head of European Oil and Gas Research at Goldman Sachs and participated in the flotations of Petrobras, PetroChina, Repsol and ENI. Mr. Nicol started his career with British National Oil Corporation in a variety of commercial roles.

Mr. Nicol holds a Bachelor of Science in mathematics and economics.

Board and Committee Participation		**Position**	**Meetings**	**Attendance**
Board of Directors		Member	6/6	100%
Audit Committee		Member	5/5	100%
Reserves Committee		Chair	1/1	100%
Equity Holdings(1)	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares(2)	254,121	409,135	145,668	319,013
Stock Options(3)	495,000	465,175	457,500	869,225
Total(4)	**749,121**	**874,310**	**603,168**	**1,188,238**
Other Public Board Directorships		**Committee Positions**		
Eco (Atlantic) Oil and Gas Ltd.		Chair of Audit Committee Compensation Committee		
Deltic Energy plc		n/a		

Beverley Smith

Ascot, United Kingdom

Age: 56

Director since December 22, 2020

Independent director

Shareholder approval rating at the 2021 annual meeting: 90.76%

Ms. Smith is a chartered geologist and an accomplished business leader with over 30 years of experience in the oil and gas sector, having delivered a portfolio of achievements in a successful international career with BG Group, most recently as the Vice President Exploration and Growth for Europe from March 2015 to December 2016. Ms. Smith has been an independent consultant since January 2017 and is currently a director of Cornerstone Resources Group, a London based private energy company.

Ms. Smith has a background in development and production geology and subsurface management, notably in Trinidad (Hibiscus, Poinsettia and Ixora fields), Tunisia and various operated and non-operated developments in the United Kingdom. Ms. Smith brings further corporate governance expertise to the Board with a proven history of improving risk management capabilities, safety frameworks, and ensuring accountability and transparency.

Ms. Smith was formerly a director of Hurricane Energy plc from December 2019 to June 2021 and was the former Interim Chief Executive Officer of the company from June to September 2020. Ms. Smith was a former President of the Petroleum Exploration Society of Great Britain and obtained a Bachelor of Science degree in geology and a Master of Science degree in petroleum geology.

Board and Committee Participation	Position	Meetings	Attendance
Board of Directors	Member	6/6	100%
Compensation and Governance Committee	Member	3/3	100%
Reserves Committee	Member	1/1	100%
Health, Safety, Social and Environmental Committee	Chair	1/1	100%

Equity Holdings[1]	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares[2]	13,453	21,659	-	-
Stock Options[3]	130,000	-	115,000	13,800
Total[4]	**143,453**	**21,659**	**115,000**	**13,800**

Other Public Board Directorships	Committee Positions
n/a	n/a

Stanley T. Smith, CPA, CA, ICD.D

Calgary, Alberta, Canada

Age: 68

Director since October 4, 2017

Independent director

Shareholder approval rating at the 2021 annual meeting: 88.91%

Mr. Smith is a designated accountant with over 39 years of public accountant experience. Mr. Smith has been an independent consultant since October 2016. Prior thereto, he was a Partner at KPMG LLP from March 1981 until his retirement in September 2016. Mr. Smith's focus of practice was public company auditing and advising, primarily in the oil and gas exploration, production and service industry.

Mr. Smith was formerly a director of Toscana Energy Income Corporation, Razor Energy Corp. and Savanna Energy Services Corp. Mr. Smith is a member of the Chartered Professional Accountants of Alberta and Institute of Corporate Directors and obtained a BCom from Concordia University.

Board and Committee Participation		**Position**	**Meetings**	**Attendance**
Board of Directors		Member	6/6	100%
Audit Committee		Chair	5/5	100%
Compensation and Governance Committee		Member	3/3	100%
Equity Holdings[1]	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares[2]	249,121	401,085	215,668	472,313
Stock Options[3]	587,500	586,625	450,000	847,625
Total[4]	**836,621**	**987,710**	**665,668**	**1,319,938**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

Thomas E. Valentine

Calgary, Alberta, Canada

Age: 60

Director since May 20, 2015

Independent director and Corporate Secretary

Shareholder approval rating at the 2021 annual meeting: 85.14%

Mr. Valentine is currently a Senior Partner of Norton Rose Fulbright Canada LLP, a national law firm in Canada and a member of the global Norton Rose Fulbright Group, where he has practiced law, both as a barrister and a solicitor, since his call to the Bar in 1987. Mr. Valentine has over 30 years of experience in the oil and gas industry, focusing on international energy projects, with a particular emphasis on upstream and midstream operations. In addition, Mr. Valentine has been our Corporate Secretary since May 13, 2014.

Mr. Valentine holds a BA from the University of British Columbia, a LLB from Dalhousie University, and a LLM from the London School of Economics. Mr. Valentine is a member of the Law Society of Alberta and the Association of International Petroleum Negotiators. He also serves on the Board for NXT Energy Solutions Inc. and is the Corporate Secretary of Pieridae Energy Ltd.

Board and Committee Participation	Position	Meetings	Attendance
Board of Directors	Member	5/6	83%
Health, Safety, Social and Environmental Committee	Member	1/1	100%

Equity Holdings[1]	2021		2020	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares[2]	175,400	282,394	86,947	190,414
Stock Options[3]	592,500	590,000	525,000	998,000
Total[4]	**767,900**	**872,394**	**611,947**	**1,188,414**

Other Public Board Directorships	Committee Positions
NXT Energy Solutions Inc.	Compensation Committee Chair of the Governance Committee

Dr. Harrie Vredenburg, PhD, ICD.D

Calgary, Alberta, Canada

Age: 69

Director since October 24, 2012

Independent director

Shareholder approval rating at the 2021 annual meeting: 89.42%

Dr. Vredenburg is Professor of Strategy and Suncor Chair in Strategy and Sustainability at the Haskayne School of Business at the University of Calgary, where he has been on faculty since 1989 prior to which he taught at McGill University. Dr. Vredenburg founded the Haskayne School of Business's Global Energy Executive MBA program and served as its Academic Director from 2010 through 2018 and co-founded the MSc program in Sustainable Energy Development and served as its Academic Director from 1996 through 2006. He also holds appointments as a Research Fellow at the University of Calgary's School of Public Policy and as an International Research Fellow at the Saïd Business School at Oxford University in the United Kingdom.

Dr. Vredenburg is a leading scholar in the areas of competitive strategy, innovation, sustainable development and corporate governance in the global energy and natural resource industries. He has authored and coauthored more than 50 frequently cited articles in leading international journals including Strategic Management Journal, Organization Science, MIT Sloan Management Review, Harvard Business Review, Technovation, Energy Policy, Energies, International Journal of Hydrogen Energy, International Journal of Economics and Business Research and Global Business and Economics Review. He has also coauthored government reports on industry regulation, innovation and competitiveness and on nuclear energy and consults to industry. His publications have been cited more than 7,000 times according to Google Scholar.

Dr. Vredenburg is Chair of the Board of Directors of TERIC Power Ltd., a director of Prairie Thunder Resources Ltd. and a member of the advisory board of Proton Technologies Canada Inc., all private companies. He was previously a director of Petrobank Energy and Resources Ltd. from 2006 to 2012 and of Kainji Resources Ltd. from 2010 to 2020.

Dr. Vredenburg holds a BA (Hons) in history from the University of Toronto, an MBA in international business and finance from McMaster University and a PhD in strategic management from the University of Western Ontario. Dr. Vredenburg also holds an ICD.D designation as a member of the Institute of Corporate Directors. He holds dual Canadian and Dutch (EU) nationalities.

Board and Committee Participation	**Position**	**Meetings**	**Attendance**
Board of Directors	Member	6/6	100%
Compensation and Governance Committee	Member	2/3	67%
Reserves Committee	Member	1/1	100%
Health, Safety, Social and Environmental Committee	Member	1/1	100%

Equity Holdings[1]	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares[2]	322,873	519,826	229,420	502,430
Stock Options[3]	507,500	514,250	470,000	897,250
Total[4]	**830,733**	**1,034,076**	**699,420**	**1,399,680**

Other Public Board Directorships	**Committee Positions**
n/a	n/a

John D. Wright, P.Eng., CFA

Calgary, Alberta, Canada

Age: 61

Chair of the Board and director since October 24, 2012

Independent director

Shareholder approval rating at the 2021 annual meeting: 99.82%

Mr. Wright has been the Chair of the Board of Directors of Touchstone Exploration Inc. since 2012 and has been the President of Analogy Capital Advisors Inc. since March 2017. He also currently serves as the Chair of the Board of Directors of Alvopetro Energy Ltd. Mr. Wright was previously the President, Chief Executive Officer and a director of Petrobank Energy and Resources Ltd., Touchstone's predecessor company, from 2000 to 2012.

From January 2017 to June 2017, Mr. Wright was a director, President and Chief Executive Officer of Ridgeback Resources Inc. Prior thereto, Mr. Wright was a director, President and Chief Executive Officer of Lightstream Resources Ltd. from May 2011 to December 2016. From June 2006 to December 2010, Mr. Wright was a director, President and Chief Executive Officer of Petrominerales Ltd. and also the Chair of the Board of Directors from December 2010 until December 2013. Previously, Mr. Wright served as the President and Chief Executive Officer of Pacalta Resources Ltd. from May 1996 to June 1999; Executive Vice President and Chief Operating Officer of Morgan Hydrocarbons Inc. from December 1993 to April 1996; and Vice President Production of Morgan Hydrocarbons Inc. from 1989 to 1993.

Mr. Wright began his career in the oil industry after he graduated from the University of Alberta in 1981 with a Bachelor of Science degree in petroleum engineering. Mr. Wright is a Professional Engineer and also a Chartered Financial Analyst.

Mr. Wright is a past Chair of the World Petroleum Council-Canada, past Governor of CAPP and founder of Fundación Ñan Paz in Ecuador and of Fundación Vichituni in Colombia.

Board and Committee Participation		**Position**	**Meetings**	**Attendance**
Board of Directors		Chair	6/6	100%
Reserves Committee		Member	1/1	100%
Equity Holdings[(1)]	**2021**		**2020**	
	Number	**Value ($)**	**Number**	**Value ($)**
Common shares[(2)]	5,010,348	8,066,660	4,946,895	10,833,700
Stock Options[(3)]	637,500	645,475	602,500	1,150,175
Total[(4)]	**5,647,848**	**8,712,135**	**5,549,395**	**11,983,875**
Other Public Board Directorships		**Committee Positions**		
Alvopetro Energy Ltd.		Chair of the Board		

Notes to all director biography tables above:

1. The information as to voting securities beneficially owned, directly or indirectly, is based upon information furnished to Touchstone by the director nominees as of December 31, 2021 and December 31, 2020.
2. The value of common shares represents the number held by each director nominee on December 31 of the applicable year multiplied by the closing price of the Company's common shares on the TSX on December 31 of the applicable year (2021 - $1.61 and 2020 - $2.19).
3. The value of Stock Options represents the number of common shares payable on settlement of the outstanding vested and unvested in-the-money Stock Options held by each director nominee on December 31 of the applicable year, multiplied by the difference between the closing price of the common shares on the TSX on December 31 of the applicable year (2021 - $1.61 and 2020 - $2.19) and the exercise price for the applicable Stock Option grant.
4. The total value of common shares and Stock Options represents the sum of the values calculated in notes 2 and 3 above.

Additional Disclosure Relating to Nominated Directors

Corporate Cease Trade Orders

Mr. Paul Baay was formerly a director of AlkaLi3 Resources Inc. ("**AlkaLi3**"), a reporting issuer listed on the NEX board of the TSX Venture Exchange ("**TSXV**"). On May 4, 2018, a cease trade order for failure to file audited annual financial statements was issued against AlkaLi3 by the Alberta Securities Commission ("**ASC**") and the Ontario Securities Commission (the "**OSC**"), on their own behalf and on behalf of the provinces of British Columbia, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland pursuant to Multilateral Instrument 11-103 - *Failure-to-File Cease Trade Orders in Multiple Jurisdictions*. As a result, the TSXV suspended trading of AlkaLi3 common shares effective May 4, 2018. AlkaLi3 filed the required financial statements on May 9, 2018, and the cease trade order was revoked by the ASC and OSC on May 11, 2018.

Except as otherwise disclosed herein, to the knowledge of the Company, no proposed director of the Company is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including Touchstone and any personal holding company of the proposed director) that, while that person was acting in that capacity:

(a) was subject to a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person was named in the order), or an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"); or

(b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies and Insolvencies

Mr. John D. Wright was a director of Spyglass Resources Corp. ("**Spyglass**"), a reporting issuer listed on the TSX, until his resignation on November 26, 2015 when Spyglass was placed into receivership by the Court of Queen's Bench of Alberta following an application by its creditors.

Mr. John D. Wright was the President and Chief Executive Officer and a director of Lightstream Resources Ltd. ("**Lightstream**"), and Mr. Kenneth R. McKinnon was a director of Lightstream when the company obtained creditor protection under the Companies' Creditors Arrangement Act (Canada) ("**CCAA**") on September 26, 2016. On December 29, 2016, as a result of the CCAA sales process, substantially all of the assets and business of Lightstream were sold to Ridgeback Resources Inc. ("**Ridgeback**"), a new company owned by former holders of Lightstream's secured notes. Mr. McKinnon resigned as a director of Lightstream upon formation of the new company. Mr. Wright resigned as an officer and director of Lightstream and was concurrently appointed President and Chief Executive Officer and a director of Ridgeback upon closing of the sale transaction, positions which he held to June 30, 2017.

On November 30, 2017, Mr. John D. Wright became a director of OAN Resources Ltd. ("**OAN**"), a private issuer. On June 14, 2019, the management of OAN filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the Bankruptcy and Insolvency Act to restructure OAN's affairs. Mr. Wright resigned from his director position on October 10, 2019. OAN was unable to file a proposal within the provided period and was deemed to have made an assignment into bankruptcy on October 13, 2019.

Except as otherwise disclosed herein, to the knowledge of the Company, no proposed director of the Company:

(a) is, at the date of this Information Circular, or has been, within the ten years before the date of this

Information Circular, a director or executive officer of any company (including Touchstone) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the knowledge of the Company, no proposed director of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding to vote for a proposed director.

Director Compensation

General

Our Board, through our Compensation and Governance Committee (the "**Compensation Committee**"), is responsible for the development and implementation of a compensation plan for our non-management directors. Any executive officers who are also directors are not paid any compensation for acting as a director. For information concerning the compensation paid to Mr. Baay who is also our President and Chief Executive Officer ("**CEO**"), see "*Executive Compensation*".

The main objectives of our director compensation plan are to attract and retain the services of the most qualified individuals, compensate such directors in a manner that is commensurate with the risks and responsibilities assumed in board and committee membership, compensate directors in a manner that is competitive with our external compensation peer group of oil and natural gas companies and align the interests of our directors with shareholders. Our director compensation plan is reviewed on an annual basis.

To meet and maintain these objectives, our Compensation Committee annually performs a review of our directors' compensation plan, which includes reviewing the compensation paid to directors of an industry specific compensation peer group (see "*Executive Compensation - External Compensation Peer Group*" for a listing of our peer group members). The Compensation Committee recommends any changes to the director compensation plan to the Board for consideration and, if deemed appropriate, approval.

2021 Compensation and Compensation Components

Annual Director Retainers

Independent directors are entitled to annual retainers to be paid in cash in bi-annual installments. Our independent directors are further entitled to be reimbursed for miscellaneous out-of-pocket expenses, if any, incurred in carrying out their duties as directors.

In February 2021, the Compensation Committee recommended that the directors' retainer fees increase by $10,000 to $60,000 per director, effective January 1, 2021. The Board approved this increase in March 2021. The following table sets forth our cash compensation plan for our independent directors for the years ended December 31, 2021 and 2020.

Position	Annual 2021 retainer ($)	Annual 2020 retainer ($)	Variance (%)
Board member[1]	60,000	50,000	20
Chair of the Board	20,000	20,000	-
Corporate Secretary	-	-	n/a
Audit Committee Chair	5,000	5,000	-
Compensation and Governance Committee Chair	5,000	5,000	-
Reserves Committee Chair[2]	2,500	2,500	-
Health, Safety, Social and Environmental ("HSSE") Committee Chair[2]	2,500	n/a	n/a
Standing committee member	-	-	n/a
Board and committee meeting fees	-	-	n/a

Notes:
1. In 2020, our independent directors deferred a $10,000 member retainer increase from March 1, 2020 through August 31, 2020 as a result of challenging market conditions. Accordingly, each of the independent directors were paid $45,000 for being a Board member in 2020, with the exception of Ms. Smith, who was appointed to the Board on December 22, 2020.
2. The HSSE Committee was established by the Board effective March 25, 2021. Concurrently, the Health, Safety, Environmental and Reserves Committee was renamed the "*Reserves Committee*", with applicable health, safety and environmental responsibilities transferred to the HSSE Committee.

Long-term Incentive Compensation

Stock Option Plan

Independent directors are entitled to receive long-term incentive compensation in the form of participation in our Stock Option Plan. The number of annual Stock Options awarded is reviewed annually by the Compensation Committee to be approved by the Board and is typically awarded following any blackout period subsequent to the release of our annual financial statements, subject to any non-routine blackout periods that may be in effect.

In February and March 2021, the Compensation Committee and Board approved the annual 2021 grant of Stock Options awarded to our independent directors as reflected in the table below. The following table sets forth Stock Option compensation approved by the Compensation Committee and Board for our independent directors for the years ended December 31, 2021 and 2020.

Position	Number of common shares underlying Stock Options granted in 2021	Number of common shares underlying Stock Options granted in 2020	Variance (%)
Board member	110,000	110,000	-
Chair of the Board	35,000	35,000	-
Corporate Secretary	30,000	30,000	-
Audit Committee Chair	25,000	25,000	-
Compensation and Governance Committee Chair	25,000	25,000	-
Reserves Committee Chair	15,000	15,000	-
HSSE Committee Chair	15,000	n/a	n/a
Audit Committee member	7,500	7,500	-
Compensation and Governance Committee member	2,500	2,500	-
Reserves Committee member	2,500	2,500	-
HSSE Committee member	2,500	n/a	n/a

Employee Share Ownership Plan

Touchstone has an Employee Share Ownership Plan (the "**ESOP**") for directors and Canadian-based employees. The ESOP is not a primary element of our compensation plan; however, it enables our directors, executive officers and eligible employees to acquire Company common shares so that participants can benefit from the growth in value of the Company.

Independent directors may contribute to the Company's ESOP, with Touchstone matching a director's contribution on a 100 percent basis to a maximum of $10,000 per annum. The directors did not participate in the ESOP in 2020 in an effort to reduce cash costs in light of the challenging marketing conditions in the oil and gas industry. The ESOP was reinstated to all eligible participants effective February 1, 2021 as commodity prices and market conditions improved, and all directors participated in 2021 as reflected in the "*Director's Summary Compensation Table*" disclosed below.

Changes to Director Compensation in 2022

At a meeting held in February 2022, the Compensation Committee reviewed the Company's 2022 compensation plan for directors. As a result of this review, the Compensation Committee recommended that directors' retainer fees and Stock Option awards remain unchanged in 2022, which was approved by the Board at a meeting held in March 2022. The Stock Options were granted on April 8, 2022, subsequent to our annual 2021 financial results routine blackout period (refer to "*Executive Compensation - Changes to Executive Compensation in 2022*" for further details).

Directors' Summary Compensation Table

The following table presents the total compensation paid to our independent directors in 2021. We do not provide long-term non-equity incentive plan or pension plan compensation to our independent directors.

Director	Fees earned ($)(1)	Option-based awards ($)(2)	All other compensation ($)(3)	Total compensation ($)
Kenneth R. McKinnon	65,000	134,675	10,000	209,675
Peter Nicol	62,500	125,224	10,000	197,724
Beverley Smith	62,500	14,176	10,000	86,676
Stanley T. Smith	65,000	129,950	10,000	204,950
Thomas E. Valentine(4)	60,000	134,675	10,000	204,675
Dr. Harrie Vredenburg	60,000	111,048	10,000	181,048
John D. Wright	80,000	139,400	10,000	229,400

Notes:

1. Director fees earned represent Board and committee member annual cash retainers paid in June and December 2021.
2. Option-based awards consist of Stock Options granted during the year pursuant to the Stock Option Plan. The fair value of Stock Options granted is estimated based on the grant date using the Black-Scholes option-pricing model. It is the same methodology used by the Company to determine the accounting fair value of the Stock Options, in accordance with International Financial Reporting Standard 2 - *Share-based Payment* ("**IFRS 2**"). In 2021, Stock Options were granted to directors on May 25, 2021, using the following weighted average assumptions to calculate the weighted average grant fair value of $0.95 per Stock Option: 3-year expected life, 0.5% risk-free interest rate, 87% expected volatility and 0% expected dividend yield. For a description of the terms of the Stock Option Plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*".
3. This column reflects Company matched contributions to the ESOP.
4. Mr. Valentine is a senior partner at Norton Rose Fulbright Canada LLP, a law firm which receives fees for the provision of legal services to Touchstone. Our Audit Committee and Compensation Committee has reviewed and considered this relationship and determined that it does not interfere with the exercise of Mr. Valentine's independent judgement in his role as a member of our Board.

Directors' Long-term Incentive Plan Awards

The following table sets forth all option-based awards outstanding as of December 31, 2021 for each of our independent directors. We do not grant share-based awards to our independent directors.

Option-Based Awards[1]					
Director	**Grant date**	**Number of common shares underlying unexercised Stock Options**	**Stock Option exercise price ($)**	**Stock Option expiration date**	**Value of unexercised in-the-money Stock Options ($)[2]**
Kenneth R. McKinnon	June 28, 2017	95,000	0.15	June 28, 2022	138,700
	June 14, 2018	97,500	0.25	June 14, 2023	132,600
	April 5, 2019	132,500	0.23	April 5, 2024	182,850
	April 6, 2020	142,500	0.48	April 6, 2025	161,025
	May 25, 2021	142,500	1.73	May 25, 2026	-
Peter Nicol	June 14, 2018	97,500	0.25	June 14, 2023	132,600
	April 5, 2019	132,500	0.23	April 5, 2024	182,850
	April 6, 2020	132,500	0.48	April 6, 2025	149,725
	May 25, 2021	132,500	1.73	May 25, 2026	-
Beverley Smith	December 22, 2020	115,000	2.07	December 22, 2025	-
	May 25, 2021	15,000	1.73	May 25, 2026	-
Stanley T. Smith	December 19, 2017	92,500	0.21	December 19, 2022	129,500
	June 14, 2018	92,500	0.25	June 14, 2023	125,800
	April 5, 2019	127,500	0.23	April 5, 2024	175,950
	April 6, 2020	137,500	0.48	April 6, 2025	155,375
	May 25,2021	137,500	1.73	May 25, 2026	-
Thomas E. Valentine	June 28, 2017	75,000	0.15	June 28, 2022	109,500
	June 14, 2018	100,000	0.25	June 14, 2023	136,000
	April 5, 2019	135,000	0.23	April 5, 2024	186,300
	April 6, 2020	140,000	0.48	April 6, 2025	158,200
	May 25, 2021	142,500	1.73	May 25, 2026	-
Dr. Harrie Vredenburg	June 28, 2017	80,000	0.15	June 28, 2022	116,800
	June 14, 2018	80,000	0.25	June 14, 2023	108,800
	April 5, 2019	115,000	0.23	April 5, 2024	158,700
	April 6, 2020	115,000	0.48	April 6, 2025	129,950
	May 25, 2021	117,500	1.73	May 25, 2026	-
John D. Wright	June 28, 2017	102,500	0.15	June 28, 2022	149,650
	June 14, 2018	102,500	0.25	June 14, 2023	139,400
	April 5, 2019	137,500	0.23	April 5, 2024	189,750
	April 6, 2020	147,500	0.48	April 6, 2025	166,675
	May 25, 2021	147,500	1.73	May 25, 2026	-

Notes:

1. Option-based awards consist of Stock Options granted pursuant to the Stock Option Plan. For a description of the terms of the Stock Option Plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*".
2. The value of unexercised in-the-money Stock Options represents the number of common shares payable on settlement of any outstanding vested and unvested Stock Options held by each director nominee, multiplied by the difference between the closing price of the Company's common shares on the TSX on December 31, 2021 of $1.61 and the exercise price for the applicable Stock Option grant.

All Stock Options granted by Touchstone to our independent directors disclosed above vest in three instalments on each of the first, second and third anniversaries of the date of grant, and the exercise price represented the volume weighted average trading price per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date.

During the 2021 financial year, the Company did not adjust, amend, cancel, replace or modify the exercise price of Stock Options previously awarded to an independent director.

Value of Equity-based Awards Vested During 2021

The following table sets forth, for each of our independent directors, the value of option-based awards which vested during the year ended December 31, 2021. We do not grant share-based awards and we do not provide non-equity incentive plan compensation to our independent directors.

Director	Option-based awards - Value vested during the year ($)(1)
Kenneth R. McKinnon	155,750
Peter Nicol	152,084
Beverley Smith	-
Stanley T. Smith	149,417
Thomas E. Valentine	157,085
Dr. Harrie Vredenburg	129,915
John D. Wright	162,082

Note:
1. Option-based awards consist of Stock Options granted pursuant to the Stock Option Plan. For a description of the terms of the Stock Option Plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*". The value of Stock Options that vested during the year was calculated based on the difference between the TSX closing price of the Company's common shares on the respective Stock Option vesting dates and the respective Stock Option exercise prices.

Value Realized from Stock Option Exercises

The following table sets forth, for each of our independent directors, the value realized from Stock Options exercised during the year ended December 31, 2021.

Director	Date of exercise	Number of common shares acquired on exercise	Aggregate value realized ($)(1)	Number of common shares held	Number of common shares sold
Peter Nicol	June 4, 2021	95,000	139,650	95,000	-
Thomas E. Valentine	May 18, 2021	75,000	114,000	75,000	-
Dr. Harrie Vredenburg	June 1, 2021	80,000	112,800	80,000	-
John D. Wright	June 3, 2021	112,500	153,000	50,000	62,500

Note:
1. Represents the fair value of the Company's common shares on the applicable Stock Option exercise date less the weighted average Stock Option grant exercise prices.

Executive Compensation

The following disclosure is provided pursuant to Form 51-102F6 - *Statement of Executive Compensation*.

Compensation Philosophy and Objectives

Our executive officer and employee compensation plans are founded on the principle that compensation should be aligned with shareholders' interests while also recognizing that our corporate performance is dependent upon retaining experienced and committed executive officers and employees who have the necessary skills, experience and personal qualities required to manage our business. Our compensation policies are designed to attract and retain experienced personnel, to motivate their performance in order to achieve our strategic objectives and to align the interests of executive officers and employees with the long-term interests of shareholders and enhancement in common share value.

Our executive officer and employee compensation plans are designed to focus on employee's efforts and to reward the sustained attainment of individual and Company performance goals based on the following principals and objectives:

- Our compensation plans are founded on sound corporate governance practices.
- Our compensation to executive officers and employees must be performance sensitive by directly linking compensation to our business performance, strategy and goals.
- Our compensation plans must be competitive in terms of value and structure in order to retain executive officers and employees who are performing according to their objectives and to attract high-quality new individuals.
- Our executive officer compensation plan must be aligned to shareholder interests by aligning the goals and a significant portion of the compensation to our executives with maximizing long-term shareholder value.
- Our executive officer compensation plan shall reward performance according to the achievement of corporate and personal objectives and overall job performance that correlate to long-term shareholder value.

Compensation Governance

Our Compensation Committee assists our Board with the establishment, execution and periodic review of all aspects of our compensation plan and the compensation and performance standards for our directors, executive officers and employees. A summary of the mandate of the Compensation and Governance Committee is set forth under the heading "*Corporate Governance - Board Committees*".

Our Compensation Committee is currently comprised of four directors, Kenneth R. McKinnon (Chair), Beverley Smith, Stanley T. Smith and Dr. Harrie Vredenburg. Following the Meeting, it is expected that these same four directors will form the Compensation Committee. All members are "independent" within the meaning of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The Board believes the Compensation Committee collectively has the knowledge, experience and background required to fulfill its mandate. See each member's biography found under the heading "*Board of Directors - Biographies of Nominated Directors*".

Risk Assessment and Oversight

The Compensation Committee considers the implications of the risks associated with our executive officer compensation policies and practices. These risks include, but are not limited to:

- The risk of executives taking inappropriate or excessive risks.

- The risk of inappropriate focus on achieving short-term goals at the expense of long-term return to shareholders.
- The risk of encouraging aggressive accounting practices.
- The risk of excessive focus on financial returns and operational goals at the expense of regulatory, environmental, sustainability and health and safety.

Our Compensation Committee reviews our executive officer compensation plan to be satisfied that it is structured to encourage decision making and outcomes that are in the best interest of the Company and its shareholders while accepting an appropriate level of risk consistent with our industry and Board approved business plan. The compensation structure rewards actions that result in a balance of the achievement of short-term goals and long-term strategies and does not encourage actions that could produce short-term success at the cost of long-term shareholder value. Further, annual budgets and quarterly and annual financial results and forecasts are reviewed and approved by our Board. The compensation framework is structured to align with our short and long-term strategic plans, such that corporate objectives are a key factor in assessing executive officer performance. While no compensation plan can fully mitigate risks, the Compensation Committee believes these risks are alleviated by a number of considerations, including the following:

- Base salaries provide a steady income regardless of common share price performance, allowing executive officers and employees to focus on both near-term and long-term goals and objectives without undue reliance on short-term common share price performance or market fluctuations.
- Annual incentive bonuses are based on short-term individual and Company performance measures designed to contribute to long-term value creation and are capped based on a percentage of salary and subject to overall maximum thresholds.
- A significant portion of executive officer compensation is at risk (and is therefore not guaranteed) and is variable year-over-year.
- Our Stock Option Plan is designed to motivate long-term performance, as Stock Options have historically had a term of five years and vest over a three-year period. These factors encourage long-term sustainable common share price appreciation, thereby motivating the achievement of long-term objectives and aligning executive officers with the interests of shareholders.
- Annual Stock Option grants are reviewed by the Compensation Committee for recommendation to the Board for approval, with such recommendations being developed and reviewed relative to, amongst other things, executive retention requirements and appropriate total compensation positioning compared to similar positions in the market.
- A balanced set of corporate performance goals is used to assess overall corporate results and is the main factor in determining the individual portions of annual incentive bonuses for executive officers and employees.
- Third-party verifications, such as independent engineering evaluations, of appropriate elements of the corporate performance targets are incorporated before the results are finalized.
- Threshold corporate performance goals must be met for each element; if a minimum threshold for performance is not met, there will be no incentive payout for the particular element of the annual incentive bonus.
- Environmental performance goals include various minimum threshold targets that all must be met; if any target or threshold for performance is not met, there will be no incentive payout for the environmental element of the annual incentive bonus.
- There are no annual corporate operating costs or general and administration expense threshold targets that could lead to aggressive accounting practices.
- The Compensation Committee retains adequate discretion to apply business judgement to the Company's annual incentive bonuses in light of current business objectives and market conditions.

- Establishment of executive officer share ownership guidelines and not permitting the practice of short selling the Company's common shares.
- Establishment of a formal recoupment or "clawback" policy pursuant to which some or all awards made to executive officers are subject to recoupment in the event of an accounting restatement resulting from misconduct.
- Compensation policies and practices in the Company's subsidiaries are substantially similar to those in Touchstone.
- Compensation policies and practices are substantially similar for all executive officers and employees.

The Compensation Committee did not identify any risks arising from our compensation policies and practices for the year ended December 31, 2021 that were reasonably likely to have a material adverse effect on Touchstone. There are no compensation policies and practices that are structured significantly different for any named executive officers. Our Compensation Committee and Board will continue to monitor compensation risk assessment practices on an ongoing basis to ensure that our compensation plan is appropriately structured.

Clawback Policy

Recognizing that it is a priority to ensure that appropriate checks and balances are in place to govern responsible and ethical behaviours amongst our executive officers, the Board implemented a formal recoupment or "clawback" policy on our executive officer compensation effective December 31, 2021.

This policy provides that when a clawback is triggered, upon the recommendation of our Compensation Committee, our Board may, in its sole discretion and to the extent that it determines it is in our best interests to do so, require the reimbursement of all or a portion of any after-tax annual bonus or vested long-term incentive compensation received by an executive officer pursuant to awards made under our executive officer compensation plan, or effect the cancellation of unvested long-term incentive compensation awards granted to an executive officer in the preceding three years if:

(a) there has been a restatement of our financial statements;

(b) the amount of the annual bonus or incentive compensation paid or awarded to an executive officer would have been lower if it was calculated based on the achievement of certain financial results that were subsequently the subject of or affected by the restatement of all or a portion of our financial statements;

(c) the amount of the annual bonus or incentive compensation that would have been awarded or the profit realized by the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received; and

(d) the executive officer's misconduct (including fraud, negligence, or material non-compliance with legal requirements) caused or contributed to the obligation to restate the financial statements.

Corporate Policies

The Board has made it a priority to ensure that appropriate checks and balances are in place to govern responsible and ethical behaviours amongst our executive officers, directors and employees. All executive officers are required to annually confirm compliance with our code of conduct and ethics ("**Code of Conduct Policies**"). Our disclosure, confidentiality and trading policy ("**Disclosure, Confidentiality and Trading Policy**") includes a provision that prohibits directors, executive officers and employees from purchasing and selling certain derivatives in respect of any security of Touchstone. This includes purchasing "*puts*" and selling "*calls*" on our securities, as well as a prohibition on short selling our securities. Aside from these prohibitions, we do not have a policy specifically pertaining to other financial instruments including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an executive officer or director. Any transactions of this nature are subject to our internal trading pre-clearance request form as well as insider reporting requirements that are reported on the System for Electronic Disclosure by Insiders.

Share Ownership

Our executive officers are required to maintain a significant equity investment in Touchstone to align their interests with those of our shareholders and mitigate against the likelihood of undue risk taking. Our share ownership guidelines establish minimum share ownership levels for executive officers based on a multiple of their base salary and executive level. See "*Share Ownership Guidelines*" for further information.

Identification of Named Executive Officers

We are required to disclose the compensation paid to our Chief Executive Officer, Chief Financial Officer ("**CFO**"), and each of the three most highly compensated executive officers of the Company (including the Company's subsidiaries), other than the CEO and CFO, whose total annual compensation was greater than $150,000 (collectively, the "**NEOs**" or "**executive officers**"). Based on the foregoing definitions, the Company's NEOs in respect of the year ended December 31, 2021 were Paul R. Baay, President, CEO and director; Scott Budau, CFO; and James Shipka, Chief Operating Officer ("**COO**").

External Compensation Peer Group

To ensure market competitiveness, the Compensation Committee considers comparable compensation data from internationally focused oil and natural gas companies that are generally of similar size and scope and that best represent the market in which we compete for executive talent. Given the nature of our business strategy and international operations, the peer companies are varied and may change on an annual basis. The composition of the external compensation peer group is reviewed annually by the Compensation Committee for its ongoing business relevance to Touchstone.

The factors assessed by the Compensation Committee in determining the external compensation peer group included operational and geographical focus, public exchanges where the issuer's securities are listed, market capitalization, enterprise value, total revenue, total assets, annual cash flows from operations, annual levels of capital expenditures, and daily average petroleum production levels. The following table reflects the composition of our external compensation peer group as of December 31, 2021.

Company	**Area(s) of operation**	**Public listing(s)**
Alvopetro Energy Ltd.	Brazil	TSXV
Canacol Energy Ltd.	Columbia	TSX
Echo Energy plc	Argentina, Bolivia	AIM
PetroTal Corp.	Peru	AIM, TSXV
President Energy plc	Argentina, Paraguay, U.S.	AIM
SDX Energy Inc.	Egypt, Morocco	AIM
TransGlobe Energy Corporation	Egypt, Canada	AIM, NASDAQ, TSX
Trinity Exploration and Production plc	Trinidad and Tobago	AIM

The publicly available compensation data from the external compensation peer group is used as a main factor in the review and consideration of compensation levels and the composition of compensation for our executive officers and directors. The Compensation Committee will continue to monitor and adjust the external compensation peer group to reflect both changes in the markets and at Touchstone as we continue to execute our growth strategy.

In addition, our Compensation Committee may consider compensation surveys completed by independent third parties when making certain decisions with respect to executive officer compensation. While the Compensation Committee may rely on external information and advice, all decisions with respect to executive officer compensation are made by the Compensation Committee and may reflect factors and considerations other than, or that may differ from, the information and recommendations provided by independent third-party surveys and compensation consultants.

Executive Officer Compensation Plan Design and Review

Our executive officer compensation plan provides a balanced set of components designed to deliver the objectives of our compensation philosophy. Our executive officer compensation plan is structured into three key components: base salary, annual incentive bonus and long-term incentives. The variable components, which include annual incentive bonus and long-term incentives, are designed to balance short-term performance with our long-term interests and motivate the superior performance of both. Long-term incentives include options to purchase common shares granted pursuant to our Stock Option Plan and matching contributions to our ESOP. The Board believes these long-term variable components align our executive officers with shareholders and helps retain executive officer talent. The value of executive officer compensation is assessed as a total compensation package, based on the competitiveness of each key component, individually and in the aggregate.

Base Salary

Base salary is compensation for discharging job duties and responsibilities and reflects the level of skills and capabilities demonstrated by the executive officer. Fixed annual base salary compensates executive officers for the roles they perform and provides a competitive foundation for each executive officer's total compensation. The Board seeks to set base salary at a level competitive enough to represent fair compensation and/or the replacement of an individual in the marketplace. As such, salaries are reviewed to ensure continued alignment with our external compensation peer group and with the executive officers' scope of responsibilities.

Historically we have encouraged an executive compensation philosophy where a significant component of compensation is variable, and base salary are typically targeted at the median of our external compensation peer group. For all employees, including executive officers, salary adjustments are considered by the Board annually but are not guaranteed. Any potential adjustments include consideration for levels of responsibility, individual performance and current market conditions. This is the only element of executive officer compensation that is not at risk.

Annual Incentive Bonus

Annual variable compensation in the form of a cash bonus is intended to motivate and reward the accomplishment of specific business, operating and individual executive officer objectives within a financial year. Our Compensation Committee's philosophy is to align the issuance of bonuses with the performance of Touchstone and the performance of each individual executive officer. Incentive bonus amounts are typically evaluated and paid in the first quarter of each financial year in relation to the performance of the Company and the executive officer for the prior year. This element of compensation is at risk and is not guaranteed.

Our executive officer incentive bonus plan creates a quantitative approach in calculating executive officer bonus pool amounts for potential annual incentive bonuses. Payout levels are weighted based on individual and corporate performance targets. Our Board approves corporate performance targets and strategic milestones based on business and performance measures commonly used in the oil and natural gas industry on an annual basis in consultation with our Compensation Committee and executive officers. The goals are determined by the Board to be key annual performance requirements for Touchstone and include financial and operational performance measures and shareholder return targets.

The individual component of the incentive bonus program, if any, is directly based on performance and results related to individual goals that support the achievement of annual corporate objectives and initiatives. Incentive bonus payouts are capped based on a percentage of the executive officer's salary and are subject to minimum thresholds as disclosed under the heading "*2021 Compensation and Compensation*

Components - Annual Incentive Bonus".

Under the executive officer incentive bonus plan, the calculation for annual incentive bonus is based on:

- annual corporate performance targets;
- annual individual performance goals;
- annual absolute total shareholder return ("**Absolute TSR**"); and
- annual relative total shareholder return ("**Relative TSR**").

Corporate performance targets are assigned a base and stretch value, where the base is considered threshold performance and the stretch target is considered exceptional performance. On an annual basis, the Compensation Committee and Board approves base and stretch corporate bonus pools to be used in calculating executive officer incentive bonus amounts. These amounts are subsequently multiplied by the sum of the Absolute TSR and the Relative TSR factors, which are directly linked to common share value creation.

The President and CEO evaluates the personal performance of the CFO and COO. Based on their achievements of individual performance goals and corporate performance targets, the President and CEO recommends the annual incentive bonus for our CFO, COO and all employees to the Compensation Committee based on the incentive bonus plan calculation for approval. The Compensation Committee then reviews and considers the recommendations with reference to available market information and information with respect to the Company's external compensation peer group and determines whether to accept them or make any changes. The Compensation Committee evaluates the performance of the President and CEO and in certain circumstances in consultation with the other independent directors and informal consultation with the President and CEO. The Compensation Committee recommends the incentive bonus amounts for all executive officers and employees to the Board for approval. The annual incentive bonus is typically paid during the first quarter of the year following the performance year, so that performance goal achievements relating to full year performance results can be verified.

Long-term Incentive Compensation

Stock Option Plan

Long-term incentives are awarded by the Compensation Committee to attract and retain executive officers. We use our Stock Option Plan as a part of our long-term at-risk compensation strategy for our executive officers. Stock Options are intended to focus executive performance on long-term strategic priorities, the creation of shareholder value and act as a link to executive officer and shareholder interest as measured through the price of our common shares. An annual grant of Stock Options is typically made to executive officers based on individual and corporate performance and taking into consideration the value of total direct compensation versus the external compensation peer group executives in similar roles. Additional grants of Stock Options may be made periodically to recognize the exemplary performance of certain executive officers. Previous grants are taken into account when considering new grants.

The number of Stock Options granted are determined based on the grant date fair value (see "*Executive Officer Summary Compensation Table*" for further details) as well as the dilutive impact on our shareholders and the number of common shares available for issuance under our equity compensation plans. The Stock Option Plan provides for the issuance of Stock Options to a maximum of ten percent of the issued and outstanding common shares of the Company, provided that the maximum number of common shares issuable pursuant to outstanding Stock Options and all other share compensation arrangements implemented by the Company (including the former Incentive Share Plan as defined below) shall not exceed ten percent of the common shares outstanding from time to time. Under the Stock Option Plan, the exercise price of each option may not be less than the volume weighted average trading price per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date. Unless otherwise determined by the Board, vesting typically occurs one third on each of the next three anniversaries of the grant date as recipients render continuous service to the Company, and the Stock Options typically expire five years from the date of the grant. Our Stock Option Plan is described in detail in this Information Circular under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*".

In the case of compensation under long-term incentive plans, our Compensation Committee, in consultation with the President and CEO, makes a recommendation to the Board for consideration and approval.

ESOP

We have an ESOP pursuant to which all permanent full-time Canadian-based employees may contribute from three percent to five percent of their gross annual salary to the ESOP, with Touchstone matching the contribution initially on a 100 percent basis and thereafter on a pre-defined basis. Touchstone's matching contribution increases after 24 months of the employee's participation in the ESOP to 150 percent and after 60 months of participation to 200 percent. Through an appointed independent firm, contributions to acquire common shares on behalf of the employees are conducted through open market purchases at the current market price on the TSX on a monthly basis. Our executive officers are eligible to participate in the ESOP on the same basis as all other Canadian-based employees of Touchstone.

Incentive Share Compensation Plan

The Company formerly had an incentive share compensation plan (the "**Incentive Share Plan**"), wherein compensation was payable to participants in the form of incentive share options ("**Incentive Options**"). The Company's Compensation Committee terminated the Incentive Share Plan effective February 16, 2021 pursuant to its terms. No Incentive Options had been granted to any participant since 2014, and no Incentive Options were outstanding as of February 16, 2021 or December 31, 2020.

Retirement Benefits

We do not provide any form of pension plan compensation or other retirement benefits for our directors, executive officers and employees.

Group Benefits/Perquisites

The employment benefits provided to employees are generally typical of those provided by participants in the oil and gas industry and include life and disability insurance and extended health and dental coverage. Perquisites are provided to executive officers in the form of taxable paid monthly parking and the reimbursement of membership fees applicable to the business of the Company. In addition, executive officers are eligible to claim health, medical and dental expenses for themselves and their partners and dependants up to a maximum of $5,000 per annum per executive officer pursuant to health spending accounts established for each executive officer.

2021 Compensation and Compensation Components

With respect to 2021 compensation, in addition to numerous informal meetings, our Compensation Committee held one formal meeting in January 2021 and one formal meeting in February 2021 to determine our 2021 external compensation peer group, 2021 corporate targets and executive officer personal targets, and 2021 executive officer base salary and Stock Option grants. The Compensation Committee also held one formal meeting in February 2022 with respect to total compensation of our executive officers relating to the performance of the Company and individual executive officers for the year ended December 31, 2021.

Base Salary

Based on the annual review of the external compensation peer group, the Compensation Committee determined that salary adjustments for each of its executive officers were warranted in 2021. The following table compares the 2021 annual base salaries for each of the Company's executive officers approved by the Board effective March 1, 2021 to their corresponding 2020 annual base salaries.

Executive officer	2021 Base salary ($)	2020 Base salary ($)	Variance (%)
President and CEO	395,000	365,000	8
CFO	270,000	260,000	4
COO	320,000	300,000	7

In an effort to reduce expenses given the negative market conditions in 2020, the executive officers proposed and the Board approved to defer executive officer salary increases from March 1 to September 1, 2020 until market conditions and commodity pricing improved. See the "*Executive Officer Summary Compensation Table*" below for further details.

Annual Incentive Bonus

In February 2021, the Compensation Committee maintained the 2021 maximum annual incentive bonus at 150 percent for the President and CEO and 100 percent for the CFO and COO, with specific individual and corporate performance weightings reflected below. The Compensation Committee also approved a base bonus pool of $550,000 and a stretch bonus pool of $950,000, which reflected maximum bonus amounts prior to applying the shareholder return multipliers described herein.

Executive officer	Performance weighting		Maximum incentive bonus (% of base salary)
	Corporate	Individual	
President and CEO	100%	0%	150%
CFO	75%	25%	100%
COO	75%	25%	100%

For annual incentive compensation in 2021, Company performance goals for 2021 were approved by the Compensation Committee and the Board in February 2021 and March 2021, respectively. In February 2022, the Compensation Committee reviewed 2021 corporate performance against the pre-determined performance indicators as set forth in the table below.

Annual incentive plan performance indicators	Weighting	Highlights and results	Result
Asset growth and optimization	20%	Achieved significant annual reserve additions and top quartile finding and development costs and recycle ratios.	Stretch
Safety	15%	Achieved total recordable injury frequency of nil.	Stretch
Environmental	15%	Achieved one reportable environmental incident. Failed to implement a strategy to reduce vented gas from legacy oil wells.	Not met
Operations	15%	Did not achieve initial Ortoire production in 2021.	Not met
Financial performance and liquidity	10%	Did not achieve annual net debt to funds flow from operations targets.	Not met
Sustainability	10%	Published inaugural sustainability report.	Base
Exploration optimization	15%	Failed to complete Ortoire capital plans on time and within budget.	Not met
	100%		**10% base, 35% stretch**

Our executive officers and employees delivered average operational performance in 2021, with two of seven indicators reaching stretch status, while failing to reach base targets on four indicators, achieving a combined level of 45 percent.

Certain of the Company's specific corporate goals contain the use of oil and gas measures and non-GAAP financial measures as discussed under the "*Non-GAAP Financial Measures*" advisory section herein. The Board and Compensation Committee acknowledge their responsibility for vetting the calculations of these measures and ensuring the year-over-year consistency of the calculations. Oil and gas measures and non-GAAP financial measures that are incorporated under Company performance goals have been calculated on an annual basis using a consistent methodology since 2015 and are the same measures published by the Company in its continuous disclosure documents. There were no material adjustments to these measures proposed by Management during the 2021 fiscal year.

With respect to Absolute TSR, the Compensation Committee annually determines five Company common share price ranges, with each range assigned a factor between nil and one. The Absolute TSR reflects the corresponding predefined factor based on the ten-day volume weighted average trading price of our common shares on the TSX to the close of trading on December 31. In 2021, an Absolute TSR factor of nil was reported, as our annual common share price on the TSX depreciated by approximately 26 percent during the year.

Our Relative TSR compares our annual common share return on the AIM to the annual return of the AIM Oil and Gas Index (the "**Index**"). The Compensation Committee annually establishes five common share return percentages, assigning each range a factor between nil and one. The factor applied during the year ended December 31, 2021 was nil, as our annual common share return on the AIM underperformed the Index in excess of 10 percent.

After calculation of the payout percentages of Touchstone's 2021 goals and related Company and individual performance, the total executive officer bonus amount was calculated to be $382,000. The Compensation Committee awarded aggregate annual incentive compensation of $382,000 to Company executive officers for 2021 which were paid in February 2022 as set forth in the table below.

Executive officer	2021 Annual incentive bonus ($)	Percentage of 2021 base salary (%)	2020 Annual incentive bonus ($)	Percentage of 2020 base salary (%)
President and CEO	155,000	39	400,000	110
CFO	107,000	40	250,000	96
COO	120,000	38	265,000	88

Long-term Incentive Compensation

Stock Option Plan

In February 2021, the Compensation Committee approved an annual 2021 grant of Stock Options to executive officers which were awarded on May 6, 2021. The following table sets forth Stock Option compensation approved by the Compensation Committee and Board for Touchstone's executive officers for the years ended December 31, 2021 and 2020.

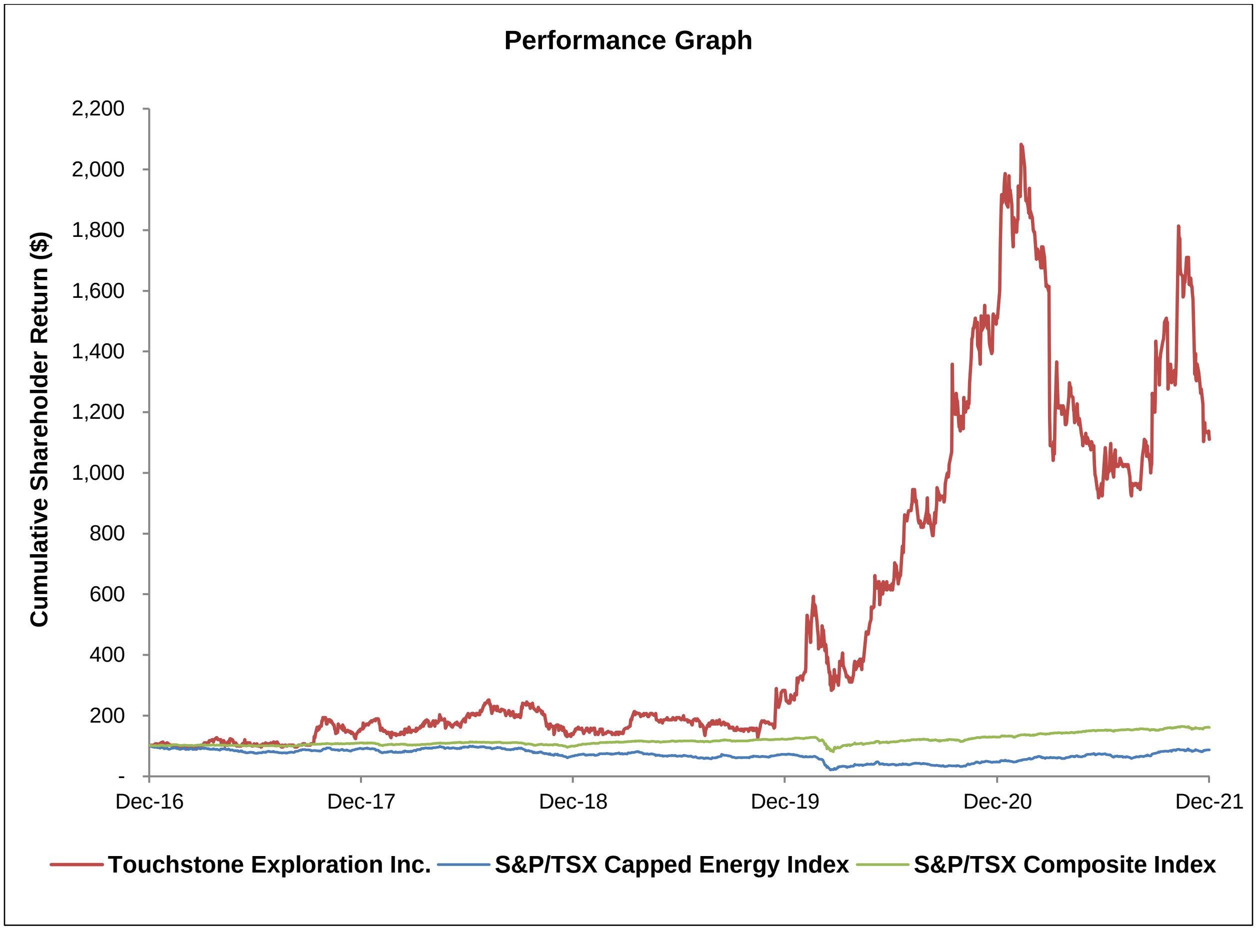
Executive officer	Number of common shares underlying Stock Options granted in 2021	Number of common shares underlying Stock Options granted in 2020	Variance (%)
President and CEO	450,000	450,000	-
CFO	300,000	300,000	-
COO	300,000	300,000	-

ESOP

Touchstone's executive officers are eligible to participate in the ESOP on the same basis as all other Canadian-based employees of Touchstone. For the year ended December 31, 2021, approximately $90,000 was contributed by Touchstone to match the contributions of our NEOs, which are disclosed under the heading "*Executive Officer Summary Compensation Table*" under the column titled "*All other compensation*". The ESOP was temporarily suspended effective March 1, 2020 due to the economic impact of COVID-19 and reinstated effective February 1, 2021 when market conditions improved.

Performance Graph and Five-Year CEO and NEO Compensation Measures

The following graph illustrates the total cumulative shareholder return for $100 invested in the common shares of the Company, from the TSX closing price on December 31, 2017 to December 31, 2021. The Company's total shareholder return was compared with the cumulative return on the S&P/TSX Capped Energy Index and the S&P/TSX Composite Index.



Date	**Touchstone Exploration Inc. ($)**	**S&P/TSX Capped Energy Index ($)**	**S&P/TSX Composite Index ($)**
December 31, 2016	100.00	100.00	100.00
December 31, 2017	155.17	89.39	109.10
December 31, 2018	137.93	65.64	99.40
December 31, 2019	282.76	72.04	122.14
December 31, 2020	1,510.34	47.08	128.98
December 31, 2021	**1,110.34**	**87.19**	**161.34**

Our cumulative shareholder return performance reflects both operational and financial performance within our control as well as volatile commodity prices and economic and market conditions beyond our control. If $100 was invested in our common shares on December 31, 2016, it would have resulted in a cumulative shareholder return of 1,010 percent as of December 31, 2021. In comparison, the same amounts invested in the S&P/TSX Capped Energy Index and the S&P/TSX Composite Index over the equivalent period would have resulted in a cumulative shareholder return of negative 13 percent and positive 61 percent, respectively.

The following table sets forth the aggregate compensation expense for our NEOs in relation to our annual petroleum revenues for the years indicated.

Year	Petroleum revenue ($000's)(1)	NEO total compensation ($000's)(2)	NEO total compensation / revenue (%)
2021	37,063	2,508	6.8
2020	26,283	2,112	8.0
2019	51,290	1,648	3.2
2018	48,993	1,411	2.9
2017	30,020	1,309	4.1

Notes:

1. 2021, 2020 and 2019 annual petroleum revenue was converted from United States dollars to Canadian dollars using the Bank of Canada average closing rates for the relevant year (2021 - 1.2535, 2020 - 1.3415 and 2019 - 1.3269). We previously reported petroleum revenue figures in Canadian dollars for the 2018 and 2017 financial years.
2. See "*Executive Officer Summary Compensation Table*". The total executive officer compensation includes base salary, annual incentive bonus, value of Stock Option awards and all other compensation.

Over the past two years, the increases in our executive officer compensation were primarily attributed to increased values of equity-based compensation, driven by a significant increase in the price of our common shares on the TSX over the same period. Our long-term incentive compensation plans are designed to align the interests of all our employees with shareholders by linking a component of compensation to our share performance, and our increased executive officer compensation has aligned with our increase in shareholder value. Although our executive officer 2021 total compensation represented approximately 6.8 percent of petroleum revenues reported in the year, the Compensation Committee approved the 2021 compensation plan in relation to the Company's successful exploration activities to date. The Company expects 2022 annual revenue to increase, as previous exploration discoveries are forecasted to commence production within the 2022 financial year.

Changes to Executive Compensation in 2022

Based on the Company's revised 2022 external compensation peer group, the Compensation Committee determined in February 2022 that there should be no changes to executive officer base salaries in the 2022 financial year.

The Compensation Committee recommended and the Board approved 2022 annual long-term incentive awards to directors, executive officers and employees in the form of Stock Options with a grant date of April 8, 2022, subsequent to our annual 2021 financial results routine blackout period. As part of the grant, Mr. Baay was awarded 450,000 Stock Options, and Mr. Budau and Mr. Shipka were each awarded 300,000 Stock Options, which is the same number of Stock Options awarded to each executive officer in 2021 and 2020.

The 2022 annual Stock Option grant to directors, executive officers and employees represented a burn rate of 1.40 percent, calculated by dividing the aggregate grant of 2,946,000 Stock Options by the basic weighted average number of outstanding common shares of the Company for the four-month period ending April 30, 2022, being 211,131,873.

Executive Officer Summary Compensation Table

The following table sets forth the total compensation paid to or earned by our executive officers for the fiscal years specified. We do not provide long-term non-equity incentive plan or pension plan compensation to executive officers or employees.

Name and principal position	Year	Base salary ($)(1)	Option-based awards ($)(2)	Annual incentive plans ($)(3)	All other compensation ($)(4)	Total compensation ($)
Paul R. Baay(5) President and CEO	2021	390,000	425,290	155,000	62,404	1,032,694
	2020	330,625	119,888	400,000	31,723	882,236
	2019	310,000	57,121	290,000	56,688	713,809
Scott Budau CFO	2021	268,333	283,526	107,000	45,610	704,469
	2020	247,500	79,925	250,000	22,371	599,796
	2019	240,000	38,081	150,000	33,007	461,088
James Shipka COO	2021	316,667	283,526	120,000	50,503	770,696
	2020	262,500	79,925	265,000	22,772	630,197
	2019	240,000	38,081	150,000	45,349	473,430

Notes:

1. Salary, for the purposes of the table above, includes all earnings related to base salary paid to the NEO during the financial year. In 2020, the NEOs voluntarily deferred Board approved 2020 salary increases until September 1, 2020 in an effort to reduce cash costs. In 2021, increased base salary amounts were effective March 1, 2021.
2. Option-based awards consist of Stock Options granted pursuant to the Stock Option Plan. The fair value of Stock Options granted is estimated based on the grant date using the Black-Scholes option-pricing model. It is the same methodology used by the Company to determine the accounting fair value of the Stock Options in accordance with IFRS 2. For a complete description of the terms of the Stock Option Plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*". The awards disclosed in the table above were calculated using assumptions set forth in the following table.

Assumptions	Grant date		
	April 5, 2019	April 6, 2020	May 25, 2021
Strike price ($)	0.23	0.48	1.73
Weighted average risk-free interest rate (%)	1.6	0.5	0.5
Expected life (years)	2.0 - 4.0	2.0 - 4.0	2.0 - 4.0
Weighted average expected volatility (%)	86.9	89.1	87.4
Expected annual dividends ($)	-	-	-
Weighted average fair value per Stock Option ($)	0.13	0.27	0.95

3. The annual incentive plan is comprised of cash bonuses, which are approved and paid in the subsequent year.
4. The value in the column titled "All other compensation" includes all other compensation not reported in any other column of the table for each of the NEOs, including Company paid parking, Touchstone matched contributions to the ESOP, flexible health spending accounts and benefit premiums paid by Touchstone. Amounts included herein are generally available to all employees, apart from health spending account benefits for which NEOs receive $5,000 per annum while Canadian-based employees receive $3,000 per annum.
5. Mr. Baay is not entitled to receive any compensation for his service as a director during the period that he is an executive officer of Touchstone.

Executive Officer Long-term Incentive Plan Awards

The following table sets forth, all option-based awards outstanding as of December 31, 2021 for each of our executive officers. We do not grant share-based awards to our executive officers or employees.

Option-Based Awards[1]					
Executive officer	**Grant date**	**Number of common shares underlying unexercised Stock Options**	**Stock Option exercise price ($)**	**Stock Option expiration date**	**Value of unexercised in-the-money Stock Options ($)[2]**
Paul R. Baay	March 30, 2017	300,000	0.14	April 9, 2022	441,000
	April 5, 2018	300,000	0.22	April 5, 2023	417,000
	April 5, 2019	450,000	0.23	April 5, 2024	621,000
	April 6, 2020	450,000	0.48	April 6, 2025	508,500
	May 25, 2021	450,000	1.73	May 25, 2026	-
Scott Budau	March 30, 2017	200,000	0.14	April 9, 2022	294,000
	April 5, 2018	200,000	0.22	April 5, 2023	278,000
	April 5, 2019	300,000	0.23	April 5, 2024	414,000
	April 6, 2020	300,000	0.48	April 6, 2025	339,000
	May 25, 2021	300,000	1.73	May 25, 2026	-
James Shipka	March 30, 2017	200,000	0.14	April 9, 2022	294,000
	April 5, 2018	200,000	0.22	April 5, 2023	278,000
	April 5, 2019	300,000	0.23	April 5, 2024	414,000
	April 6, 2020	300,000	0.48	April 6, 2025	339,000
	May 25, 2021	300,000	1.73	May 25, 2026	-

Notes:

1. Option-based awards consist of Stock Options granted pursuant to the Stock Option Plan. For a description of the terms of the Stock Option Plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*".
2. The value of unexercised in-the-money Stock Options represents the number of common shares payable on settlement of the outstanding vested and unvested Stock Options held by each NEO, multiplied by the difference between the closing price of the Company's common shares on the TSX on December 31, 2021 of $1.61 and the exercise price for the applicable Stock Option grant.

All Stock Options granted by Touchstone to its executive officer's disclosed above vest in three instalments on each of the first, second and third anniversaries of the date of grant, and the exercise price represented the volume weighted average trading price per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date.

During the 2021 financial year, the Company did not adjust, amend, cancel, replace or modify the exercise price of Stock Options previously awarded to an executive officer.

Value of Equity-based Awards Vested During 2021

The following table sets forth, for each executive officer, the value of option-based awards which vested during the year ended December 31, 2021 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2021. Except as disclosed herein, no other executive officer was awarded any other non-equity incentive plan compensation during the year ended December 31, 2021.

Executive officer	Option-based awards - Value vested during the year ($)(1)	Non-equity incentive plan compensation - Value earned during the year ($)(2)
Paul R. Baay	503,500	155,000
Scott Budau	335,666	107,000
James Shipka	335,666	120,000

Notes:
1. Option-based awards consist of Stock Options granted pursuant to the Stock Option Plan. For a description of the terms of the Stock Option Plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans - Stock Option Plan*". The value of Stock Options that vested during the year was calculated based on the difference between the TSX closing price of the Company's common shares on the respective Stock Option vesting dates and the respective Stock Option exercise prices.
2. Non-equity incentive plan compensation represents 2021 annual incentive bonuses paid in February 2022.

Value Realized from Stock Option Exercises

The following table sets forth, for each executive officer, the value realized from Stock Options exercised during the year ended December 31, 2021.

Executive officer	Date of exercise	Number of common shares acquired on exercise	Aggregate value realized ($)(1)	Number of common shares held	Number of common shares sold
Paul R. Baay	June 15, 2021	300,000	405,000	196,000	104,000
Scott Budau	June 15, 2021	200,000	270,000	131,000	69,000
James Shipka	June 15, 2021	200,000	270,000	131,000	69,000

Note:
1. Represents the fair value of the Company's common shares on the applicable date such Stock Options were exercised less the weighted average Stock Option grant exercise prices.

Termination and Change of Control Benefits and Payments

The Company recognizes that its executive officers are critical to Touchstone's ongoing business. It is therefore vital for the Company to retain the services of each executive, support them in the event of employment interruption caused by a change in control of the Company and to treat them in a fair and equitable manner. Touchstone has management employment agreements (the "**Executive Agreement(s)**") with each of Mr. Baay, Mr. Budau and Mr. Shipka.

Each of these Executive Agreements provides for an indefinite term of employment. Each Executive Agreement may be terminated by: (i) the Company giving notice of termination (other than just cause) to the executive; or (ii) the executive giving 90 (120 for Mr. Baay) calendar days' written notice of termination to Touchstone; or (iii) the executive giving notice of termination to Touchstone following a change in control. In the event of a termination of each Executive Agreement for whatever reason with or without cause, for a period of 12 months following the date of termination, the executive officer may not solicit, interfere with or endeavour to entice away from the Company any person who is an employee of the Company at the date of termination.

The Executive Agreements provide for payment of incremental compensation in the event of termination of the executive officer's employment by the Company without cause and upon resignation of employment by the executive for good reason in the event of a change of control of the Company. In the Executive Agreements, a change of control includes, but is not limited to, any acquisition of common shares or other securities of the Company that carry the right to cast more than 50 percent of the votes attaching to all common shares in the capital of the Company, the sale, lease or other disposition of all or substantially all of the assets of the Company to a third party, the liquidation or dissolution of the Company, and/or the Company ceasing to be publicly traded on a recognized exchange. Good reason is defined in the Executive Agreements as constructive dismissal as defined in common law or the assignment to the executive officer of any duties materially inconsistent with the executive officer's duties immediately prior to a change in control.

In exchange for payments received upon termination of employment, the executive must agree to sign and provide to the Company a full and final release (releasing the Company and its affiliates) in a form that is satisfactory to the Company. The following table sets forth the incremental compensation to be paid by the Company under the specified termination events.

Termination event	Executive officer	Incremental compensation
Termination without cause[1]	Paul R. Baay	Lump sum cash payment equal to two times the sum of: (i) the average of the executive officer's base salary paid in the two years preceding the termination date; and (ii) the executive officer's then current annual base salary; and (iii) the average of any annual incentive bonuses paid in the two years preceding the termination date.
	Scott Budau James Shipka	Lump sum cash payment equal to 1.5 times the sum of: (i) the executive officer's then current annual base salary; and (ii) the average of any annual incentive bonuses paid in the two years preceding the termination date.
Change of control with good reason[2]	Paul R. Baay Scott Budau James Shipka	All applicable incremental compensation is calculated as specified for termination without cause.

Notes:
1. Termination without cause refers to termination of the executive officer's employment by the Company for reasons other than for just cause, mutual agreement or the permanent disability of the executive officer.
2. The executive officer has the right, for six months following a change in control of the Company, to terminate their employment subject to the existence of good reason.

The Company remains aware of trends in employment law, such that changes in the Executive Agreements, which are made from time to time, reflect what the Company believes to be competitive terms as at the time of each executive officer's hiring.

The following table sets forth the details of the estimated incremental compensation due to each of the executive officers that would have arisen upon a hypothetical termination without cause and upon a change of control with good reason as of December 31, 2021, pursuant to the terms and conditions of their respective Executive Agreements.

Executive officer	Severance period (months)	Base salary component ($)(1)	Annual incentive bonus component ($)(2)	Stock Options ($)(3)(4)	Total incremental compensation ($)(4)(5)
Paul R. Baay	24	1,510,625	555,000	1,441,500	3,507,125
Scott Budau	18	405,000	267,750	961,000	1,633,750
James Shipka	18	480,000	288,750	961,000	1,729,750

Notes:

1. This figure is calculated by summing the average of Mr. Baay's base salary paid in the preceding two years and Mr. Baay's base salary on December 31, 2021, multiplied by two (2) times. For Messrs. Budau and Shipka, this figure is calculated by multiplying the executive officer's base salary on December 31, 2021 by 1.5 times.
2. The figure is calculated by multiplying the average of the executive officer's past two years of annual incentive bonuses by the applicable multiple set forth in their respective Executive Agreement. The annual incentive bonuses for 2021 were not paid until February 2022. However, 2021 bonuses are included in the bonus component calculation above based on the assumption that they would have been included in the executive officer's incremental compensation should there have been a termination on December 31, 2021 due to termination without cause or resignation for good reason upon a change of control.
3. Pursuant to the Stock Option Plan, if the executive officer's employment is terminated by the Company without cause, or the executive elects to terminate their employment, the executive officer may exercise any Stock Options that were vested by the date of termination of employment for up to thirty (30) days following that date or the expiration date of the Stock Options, whichever occurs first. All other Stock Options would be terminated. The table above discloses the incremental compensation from Stock Options based upon a hypothetical termination without cause as of December 31, 2021, using the closing price of the Company's common shares on the TSX on December 31, 2021 of $1.61 and the executive officer's vested Stock Options.
4. In accordance with the Stock Option Plan, in the event of a change in control of the Company, all unvested Stock Options for each executive officer shall vest, and all issued and outstanding Stock Options will immediately be exercisable for up to thirty (30) days after the occurrence of such change of control, or at such earlier time as may be established by the Board. Based on a hypothetical termination as of December 31, 2021 due to a change of control and based on the closing price of the Company's common shares on the TSX on December 31, 2021 of $1.61, the total incremental compensation including all issued Stock Options for Mr. Baay would have been $4,053,125, for Mr. Budau would have been $1,997,750 and for Mr. Shipka would have been $2,093,750.
5. The table does not include vacation pay entitlements, as such amounts are considered immaterial as of December 31, 2021.

Other than as disclosed herein, Touchstone is not a party to any contract, agreement, plan or arrangement with its NEOs that provides for payments to NEOs at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of Touchstone or a change in the NEOs' responsibilities.

Liability Insurance of Directors and Officers

We maintain directors' and officers' liability insurance coverage for losses if we are required to reimburse our directors and officers, where permitted, and for direct indemnity of our directors and officers where corporate reimbursement is not permitted by law. This insurance protects Touchstone against liability (including costs), subject to standard policy exclusions, which may be incurred by directors and/or officers acting in such capacity. All of our directors and officers are covered by the policy, and the amount of insurance applies collectively to all. The annual cost for this insurance policy for the June 30, 2021 to June 30, 2022 period was approximately $135,000.

In addition, we have entered into indemnity agreements with each of our directors and officers pursuant to which we have agreed to indemnify such directors and officers from liability arising in connection with the performance of their duties. Such indemnity agreements conform to the provisions of the ABCA.

Share Ownership Guidelines

Our Board believes that our directors and executive officers demonstrate their commitment to our stewardship through common share ownership. Such equity investment in Touchstone aligns their interests with those of our shareholders and mitigates against the likelihood of undue risk taking.

To support this belief, our Board established an equity ownership policy effective December 31, 2021 that our executive officers and independent directors shall acquire and hold common shares in Touchstone based on a minimum threshold in relation to their position and their base annual salary or annual retainer. Executive officers and directors have four years from the later of their appointment or December 31, 2025 to be comply with the policy, after which, all individuals are expected to be in continuous compliance.

The ownership value is calculated as the sum of the market value of common shares held plus the in-the-money value of any vested Stock Options held. Such market value of common shares held shall be the greater of the adjusted cost base of common shares held and the fair market value of common shares held on the calculation date.

The following table sets forth the common share ownership levels and guidelines of our executive officers and independent directors as calculated on December 31, 2021.

Name	Ownership requirement (times annual base salary or retainer)	Ownership value guideline ($)	Ownership value ($)[1]	Guideline met or investment required to meet guideline
Executive officers:				
Paul R. Baay	5 times	1,975,000	4,064,953	✓
Scott Budau	3 times	810,000	1,697,750	✓
James Shipka	3 times	960,000	1,960,003	✓
Independent directors:				
Kenneth R. McKinnon	2 times	130,000	1,345,588	✓
Peter Nicol	2 times	125,000	713,543	✓
Beverley Smith	2 times	125,000	21,659	n/a[2]
Stanley T. Smith	2 times	130,000	825,476	✓
Thomas E. Valentine	2 times	120,000	704,828	✓
Dr. Harrie Vredenburg	2 times	120,000	894,543	✓
John D. Wright	5 times	400,000	8,537,769	✓

Notes:
1. Ownership value equals the sum of the value of common shares held and the value of unexercised in-the-money vested Stock Options held by each individual. The value of common shares held represents the number held by each nominated director as of December 31, 2021 multiplied by the closing price of the Company's common shares on the TSX on December 31, 2021, being $1.61. The value of unexercised in-the-money Stock Options represents the number of common shares payable on settlement of any outstanding vested Stock Options held by each individual, multiplied by the difference between the closing price of the Company's common shares on the TSX on December 31, 2021 of $1.61 and the exercise prices of the applicable Stock Option grants.
2. Ms. Smith was appointed to the Board on December 22, 2020 and has until December 31, 2025 to comply with the policy.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information in respect of securities authorized for issuance under our equity compensation plans as of December 31, 2021. Our only equity compensation plan as of December 31, 2021 was the Stock Option Plan, as the Incentive Share Plan was terminated effective February 16, 2021.

Plan category	Number of securities to be issued upon exercise of outstanding awards	Weighted average exercise price of outstanding awards ($)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders:			
Stock Option Plan(1)	11,233,334(2)	0.72	9,839,838(3)
Equity compensation plans not approved by shareholders	-	-	-
Total	**11,233,334**	**0.72**	**9,839,838**

Notes:

1. The Stock Option Plan provides for the issuance of Stock Options to a maximum of 10% of the issued and outstanding common shares of the Company, provided that the maximum number of common shares issuable pursuant to outstanding Stock Options and all other share compensation arrangements implemented by the Company shall not exceed 10% of the common shares outstanding from time to time.
2. Of the 11,233,334 Stock Options outstanding as of December 31, 2021, 8,192,334 (73%) were in-the-money as at that date, based on the closing price of the Company's common shares on the TSX on December 31, 2021 of $1.61.
3. The total number of securities remaining available for future issuance under equity compensation plans as of December 31, 2021 was equal to 10% of the number of common shares outstanding as at December 31, 2021 less the number of Stock Options outstanding under the Stock Option Plan as at December 31, 2021. As of December 31, 2021, there were 210,731,727 common shares outstanding, resulting in a maximum number of 21,073,172 common shares issuable under equity compensation plans. As of December 31, 2021 there were 11,233,334 Stock Options outstanding, leaving 9,839,838 common shares available for issuance under the Stock Option Plan, subject to the applicable limitations contained in such plan.

As of the date hereof, 212,275,327 common shares are issued and outstanding as fully paid and non-assessable shares in the capital of the Company, and 12,373,934 Stock Options are outstanding with a weighted average exercise price of $0.94, leaving a total of 8,853,598 Stock Options available for issuance.

Stock Option Plan

Stock Options were first issued in January 2013 pursuant to a Stock Option Plan which is described as follows. The purpose of the Stock Option Plan is to provide the employees, directors, executive officers and consultants of Touchstone and its subsidiaries (in this section, collectively the "**Participants**") with an opportunity to purchase common shares and to benefit from the appreciation thereof. This provides an increased incentive for the Participants to contribute to the future success and prosperity of Touchstone, thus enhancing the value of common shares for the benefit of all shareholders and increasing the ability of Touchstone to attract and retain individuals of exceptional skill.

Under the Stock Option Plan, the Compensation Committee, which has been delegated by the Board to administer the Stock Option Plan, may grant Stock Options to purchase common shares to such Participants as it chooses and, subject to the restrictions described below, in such numbers as it chooses. The aggregate number of common shares that may be reserved for issuance at any time under the Stock Option Plan, together with any common shares reserved for issuance under any other share compensation arrangement implemented by Touchstone (including the former Incentive Share Plan), is equal to ten percent of common shares (on a non-diluted basis) outstanding at that time.

In addition, any grant of Stock Options under the Stock Option Plan is subject to the following restrictions:

- the aggregate number of common shares reserved for issuance pursuant to Stock Options granted to any one person, when combined with any other share compensation arrangement (including the former Incentive Share Plan), may not exceed five percent of Touchstone's outstanding common shares (on a non-diluted basis);
- the aggregate number of common shares reserved for issuance pursuant to Stock Options granted to Insiders (as defined in the TSX Company Manual), when combined with any other share compensation arrangement (including the former Incentive Share Plan), may not exceed ten percent of Touchstone's outstanding common shares (on a non-diluted basis); and
- the aggregate number of common shares issued within any one-year period to Insiders (as defined by applicable Canadian securities laws) pursuant to Stock Options, when combined with any other share compensation arrangement (including the former Incentive Share Plan), may not exceed ten percent of Touchstone's outstanding common shares (on a non-diluted basis).

The exercise price of each Stock Option will be fixed by the Board when the Stock Option is granted, provided that such price shall not be less than the volume weighted average trading price per share on the TSX for the five consecutive trading days ending on the last trading day preceding the date that the Stock Option is granted.

A Stock Option must be exercised within ten years from the date of grant or such other date set by the Board. The vesting period or periods of Stock Options granted under the Stock Option Plan are determined by the Board at the time of grant. The Board may, in its sole discretion at any time, accelerate vesting of Stock Options previously granted.

Participants may exercise vested Stock Options by providing a notice in writing signed by the Participant to Touchstone together with payment in full of the exercise price for the common shares that are the subject of the exercise. A Participant may offer to dispose of vested Stock Options to Touchstone for cash in an amount not to exceed the fair market value thereof, and Touchstone has the right, but not the obligation, to accept the Participant's offer.

The Stock Option Plan provides that appropriate adjustments in the number of common shares subject to the Stock Option Plan, the number of common shares optioned and the exercise price shall be made by the Board to give effect to adjustments in the number of Touchstone's outstanding common shares resulting from subdivisions, consolidations or reclassifications of the common shares, the payment of stock dividends by Touchstone (other than dividends in the ordinary course) or other relevant changes in the authorized or issued capital of Touchstone.

Stock Options granted to Participants are non-assignable and, except in the case of death of a Participant, are exercisable only to the Participant to whom the Stock Options have been granted.

In the event of the Participant ceasing to be a director, executive officer, employee or consultant of Touchstone or its subsidiaries for any reason other than death (including the resignation or retirement of the Participant, or the termination by Touchstone of the employment of the Participant or the termination by Touchstone or the Participant of the consulting arrangement with the Participant), unvested Stock Options shall cease and terminate on the date of notice of ceasing to be a Participant is given, and vested Stock Options held by such Participant shall cease and terminate and be of no further force or effect on the earlier of the expiry time of the Stock Options or the 30th day following: (i) the effective date of such resignation or retirement; (ii) the date of the notice of termination of employment is given by Touchstone; or (iii) the date of the notice of termination of the consulting agreement is given by Touchstone or the Participant, as the case may be. Notwithstanding the foregoing, in the event of termination for cause, unvested and vested Stock Options shall cease and terminate immediately upon the date of notice of termination of employment for cause is given by Touchstone and shall be of no further force or effect whatsoever as to the common shares in respect of which Stock Option has not previously been exercised.

In the event of the death of a Participant, on or prior to the expiry date of Stock Options held by the Participant, the legal representatives of the Participant may exercise such Stock Options within six months following the death of the Participant.

In the event that a change of control of Touchstone, as defined in the Stock Option Plan, is contemplated or has occurred, all Stock Options that have not otherwise vested in accordance with their terms shall vest and be exercisable at such time as is determined by the Board for a period of time ending on the earlier of the expiry of the Stock Options or the 30th day following the change of control.

The Board may amend the Stock Option Plan and any Stock Options granted thereunder in any manner or discontinue it at any time, without shareholder approval, provided that:

- the consent of the applicable Participants must be obtained for any amendment that would adversely affect any outstanding Stock Options; and
- the approval of the shareholders present and voting in person or by proxy at a meeting of shareholders must be obtained for any amendment that would have the effect of:
  - increasing the maximum percentage of common shares that may be reserved for issuance under the Stock Option Plan;
  - increasing the maximum percentage of common shares that may be reserved for issuance under the Stock Option Plan to non-employee directors, Insiders (as defined by applicable Canadian securities laws) or any one person;
  - increasing the maximum percentage of common shares that may be issued under the Stock Option Plan within any one-year period to Insiders (as defined by applicable Canadian securities laws);
  - changing the amendment provisions of the Stock Option Plan;
  - changing the terms of any Stock Options held by Insiders (as defined by applicable Canadian securities laws);
  - reducing the exercise price of any outstanding Stock Option (including the reissue of a Stock Option within 90 days of cancellation which constitutes a reduction in the exercise price);
  - amending the definition of Participants to expand the categories of individuals eligible for participation in the Stock Option Plan;
  - extending the expiry date of an outstanding Stock Option or amending the Stock Option Plan to allow for the grant of a Stock Option with an expiry date of more than ten years from the grant date; or
  - amending the Stock Option Plan to permit the transferability of Stock Options, except to permit a transfer to a family member, an entity controlled by the Participant or a family member, a charity or for estate planning or estate settlement purposes.

In the event that any Stock Option expires during or within two business days after a self-imposed blackout period on trading securities of Touchstone, such expiry date will be deemed to be extended to the tenth day following the end of the blackout period.

Annual Burn Rates

The following table sets forth the annual and average burn rates for each of the three most recently completed fiscal years for each of our equity compensation plans requiring settlement by treasury issuances of our common shares. The burn rate shows how rapidly the Company is using its common shares reserved for equity compensation plans. The burn rate is calculated by dividing the number of common share awards granted or purchased under each equity compensation arrangement during the applicable period by the basic weighted average number of common shares outstanding for the applicable fiscal year.

Year	Stock Options granted	Incentive Options granted(1)	Basic weighted average common shares outstanding as of December 31	Burn rate		
				Stock Options granted	Incentive Options granted(1)	Total
2021	3,013,000	-	210,160,212	1.43%	n/a	1.43%
2020	2,892,000	-	183,780,580	1.57%	n/a	1.57%
2019	2,550,000	-	155,830,428	1.64%	n/a	1.64%
Average three-year burn rate				**1.54%**	**n/a**	**1.54%**

Note:
1. No Incentive Options were awarded to any participant, including directors and executive officers, since 2014. The Incentive Share Plan was terminated by our Compensation Committee effective February 16, 2021.

Corporate Governance

We are committed to a high standard of corporate governance policies, and our Board and Management consider strong corporate governance to be central to the effective and efficient operation of the Company. Good governance is fundamental to everything we do at Touchstone, and our Board and Management has committed to ensuring that our governance policies shape the way in which we carry out our business. Below is a description of our corporate governance practices.

The governance policies that we have developed are based upon best practices followed in Trinidad, as augmented by the requirements of the exchanges where we trade. The guidelines of the TSX, the Alberta and Canadian Securities Commissions and the directives provided by London's AIM have been incorporated into our governance policies. Our Board and Management work with our external advisors to ensure that our corporate and social responsibility practices are current, meaningful, understandable and properly consider the interests of all of our stakeholders.

Our Vision and Values

We believe that maintaining high standards of business conduct is essential to our long-term success. We maintain a vision and values statement that sets out our commitment on health, safety, shareholder value, our employees, environmental sustainability and public engagement in the areas where we operate, all within the context of business integrity. Our Board and Management view that the following vision and values statement encourages and promotes a culture of ethical business conduct with a focus on environmental, social and governance ("**ESG**") initiatives.

Our Vision

Our purpose is to maximize shareholder value through producing economic and sustainable energy from international onshore assets by striving to ensure that ESG standards are embedded in our values and priorities.

Our Key Values

Honesty and Integrity

- We conduct ourselves with honesty and integrity by being transparent, ethical, respectful and timely.
- We are committed to all our stakeholders and work to enhance the local communities involved in our daily operations.

Safety and Environment

- We operate in a manner that ensures the safety of all our stakeholders, including employees, contractors and the public.
- When a conflict arises between safety and production, we empower our employees to choose safety.
- We strive to operate in an environmentally responsible manner to reduce our environmental footprint and aim for continuous improvement.

Respect, Empowerment and Accountability

- We act as shareholders and are accountable for our actions.
- We provide an inclusive work environment that is enjoyable and respectful to all.
- We provide learning opportunities and challenges to employees to foster growth.
- We conduct our business that encourages new thoughts and ideas.

Ethical Business Conduct

We work diligently to ensure that all employees, contractors, agents and directors act with honesty, integrity, respect and reliability in all activities. Given the international nature of our business, we ensure that our practices reflect the highest standards arising under the laws of Trinidad, Alberta, Canada and the United Kingdom. Where there are differing standards between these jurisdictions, we have adopted the most stringent measures. Each year our Compensation Committee reviews our policies and consults with external advisors to ensure that our policies reflect any changes in the laws of any of the jurisdictions in which we operate.

A foundation of solid corporate governance guides our corporate culture. All business activities and operations are to be conducted in an ethical and transparent manner as outlined in our Code of Conduct Policies and the applicable laws and regulations where we operate with due consideration for local customs. Our Code of Conduct Policies were amended in November 2018, a summary of which is available on our website (www.touchstoneexploration.com/governance/code-of-conduct-and-ethics). Our Code of Conduct Policies are applicable to all directors, executive officers and employees, and it is a requirement that the Code of Conduct Policies be read, understood and signed off by directors, executive officers and all employees annually. Our business ethics and anti-corruption policies together with our annual certification program and in-house training programs help ensure that all our dealings with government officials are fully transparent and reflect best international practices. We have worked diligently with our external advisors to create policies and design programs that draw upon the standards provided by the laws of Trinidad, Canada and the United Kingdom, expanded upon as appropriate and having the best-in-class policies and practices. We have not filed any material change reports since our inception that pertains to any conduct of a director or executive officer that constitutes a departure from our Code of Conduct Policies.

Our Board has adopted an extensive Disclosure, Confidentiality and Trading Policy to which all directors, executive officers and employees are subject to. This policy encourages ethical conduct in that it reflects the importance of confidentiality in respect of our activities and restricts trading in our securities at times when individuals may be in possession of material non-public information. We also have written policies in place in respect of conduct, privacy, harassment, bribery and anti-corruption, ethics and whistleblowing. Our Board has instructed our executive officers and employees to abide by the various policies and to bring any breaches to the attention of the Compensation Committee or to follow the guidelines contained in our whistleblower policy. Compliance with the policies is monitored primarily through the reporting process within our organizational structure. In addition, four current directors of the Board are members of the Institute of Corporate Directors, who further subscribe to the statement of ethics of that organization.

As part of our efforts to ensure the integrity of Touchstone and our financial, health and safety, and other information, we encourage Touchstone employees and consultants who have complaints and concerns regarding, but not limited to, accounting practices, internal auditing controls or auditing matters, ESG matters, or infringement of our Code of Conduct Policies to raise them with the appropriate people as per our whistleblower policy. Our whistleblower policy provides employees and stakeholders with the ability to have procedures in place to address the confidential, anonymous submission by employees of concerns regarding serious improper conduct or a suspected violation of our policies. Our Board believes that providing a forum for employees to raise concerns about ethical conduct and treating all complaints with the appropriate level of seriousness fosters a culture of ethical practices. A summary of our whistleblower policy is available on our website (https://www.touchstoneexploration.com/governance/whistleblower-policy).

Responsibilities of our Board of Directors

We believe that the role of our Board, which is our highest governing body, is to ultimately drive performance, create shareholder value and maintain a proper tone from the top while understanding our greater responsibility and purpose to a broad range of stakeholders. Our Board oversees the development and execution of a long-term strategic plan and short-term business and operating plans which are designed to achieve our objectives, while identifying the principle strategic and operational opportunities and risks of our business. Our Board's responsibilities include overseeing the management of the Company, overseeing our risk management process, overseeing ESG issues, integrating ESG factors into business planning, overseeing ethics-related practices and policies, approving key business decisions, and evaluating and setting the compensation plan for our directors, executive officers and employees to align with our long-term strategy. The Board's duties are set out in the Board mandate which is reviewed on an annual basis and is found in Appendix "A" to this Information Circular.

The Board has the responsibility to oversee the conduct of the business of Touchstone and its subsidiaries and has delegated to Management, through the offices of the President and CEO, the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on our business in the ordinary course, managing our cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to our executive officers to furnish recommendations relating to corporate objectives, long-term strategic plans and annual operating plans. The Board facilitates its independent supervision over Management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through our Audit Committee, our Board examines the effectiveness of our internal control processes and information systems. In addition, our Board implements and monitors policies related to HSSE practices, including climate-related issues and sustainability, through its HSSE Committee.

The Board holds regularly scheduled meetings at least quarterly, and the Board and Management hold strategic planning sessions at least annually and revisit strategic planning at each quarterly Board meeting. Where appropriate, key management personnel and professional advisors are invited to attend meetings to speak to these issues. While our Board does not hold regularly scheduled meetings comprised solely of independent directors, a portion of all Board meetings consists of an in-camera session of the independent directors, where our executive officers are not in attendance.

Board Composition and Independence

Our Board represents a cross-section of experience in matters relevant to us, most particularly in oil and gas. The role of the Chair of the Board is to act in a leadership role, ensuring that the Board is functioning independently of Management. Our Board Chair is independent and presides at all meetings of the Board and shareholders, has responsibility for identifying any issues of independence and conflict, and provides independent leadership to the Board.

Our Board facilitates its exercise of independent supervision over Management by ensuring that the Board includes independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with us. A "material relationship" is a relationship which could, in the view of our Board, be reasonably expected to interfere with the exercise of a director's independent judgment. On at least an annual basis, the Board conducts an analysis and makes a determination as to the independence of each member of the Board. The following sets forth the status of the Board Chair and each of the other director nominees, as independent or non-independent within the meaning of NI 58-101.

Director	Status of director nominee		
	Independent	Non-independent	Reason for non-independence
Paul R. Baay		✓	President and CEO
Kenneth R. McKinnon	✓		
Peter Nicol	✓		
Beverley Smith	✓		
Stanley T. Smith	✓		
Thomas E. Valentine	✓		
Dr. Harrie Vredenburg	✓		
John D. Wright	✓		

Mr. Valentine is a senior partner at Norton Rose Fulbright Canada LLP, a law firm which receives fees for the provision of legal services to Touchstone. Our Board has reviewed and considered this relationship and determined that it does not interfere with the exercise of Mr. Valentine's independent judgement in his role as a member of our Board after considering such matters as the magnitude of his personal holdings of Touchstone common shares, the annual billings of Norton Rose Canada Fulbright LLP to Touchstone and his involvement with other issuers.

To provide leadership for our independent directors, the Board ensures that such directors have access to our executive officers and senior management. Further, at Touchstone's expense, the Board or any committee of the Board may retain, when it considers it necessary or desirable, outside consultants or advisors to advise the Board or any committee of the Board independently on any matter. The Board and any committee of the Board have the sole authority to retain and terminate any such consultants or advisors, including sole authority to review a consultant's or advisor's fees and other retention terms.

Position Descriptions

Our Board has adopted formal written position descriptions for the CEO, the Chair of the Board and the Chair of each Board committee, which set out the duties and responsibilities of such positions. The President and CEO is charged with the general oversight and management of Touchstone. The Chair of each committee of the Board is charged with leading and assessing each committee to ensure it fulfills its mandate as set out in the committee terms of reference.

Chair of the Board

The Chair of the Board is currently Mr. Wright, who is considered independent within the meaning of NI 58-101. The Board has adopted a written description for the Chair of the Board detailing the roles and responsibilities of the position which include the following:

- managing the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and independently of Management and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board;
- providing overall leadership to the Board without limiting the principal of collective responsibility and the ability of the Board to function as a unit;
- enabling the design and implementation of effective committees of the Board including the selection of members;

- working directly with the President and CEO to provide counsel and guidance regarding the strategic management process and definition of significant business challenges; and
- facilitating communication between the Board, executive officers and shareholders.

Board Committees

Our Board has established the Audit Committee, the Compensation Committee, the Reserves Committee and the HSSE Committee; each is comprised entirely of independent directors in accordance with NI 58-101 and in respect of the Reserves Committee in accordance with National Instrument 51-101 - *Standards of Disclosure for Oil and Gas Activities* ("**NI 51-101**"). The Board has also developed mandates for each committee of the Board which detail the composition, duties, and responsibilities of the committees. Our Board may also form independent or special committees from time to time to evaluate certain transactions.

Effective March 25, 2021, the Board formed the HSSE Committee. The Health, Safety, Environmental ("**HSE**") and Reserves Committee was renamed the "Reserves Committee", and the committee mandate was updated to transition HSE responsibilities to the HSSE Committee.

Set forth below is information with respect to each of the committees of our Board, including current membership and a brief description of their Board approved mandates which outline the roles and responsibilities of each committee. The full text of the mandate of each committee is available on our website (www.touchstoneexploration.com/governance/board-committees).

Audit Committee	
Current members	All members of the Audit Committee are independent and financially literate. • Stanley T. Smith (Chair) • Kenneth R. McKinnon • Peter Nicol
100% independent	The Audit Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, all of which are to be independent and financially literate within the meaning of NI 52-110.
Membership changes in 2021	There were no changes to the composition of the Audit Committee during 2021.
Summary of mandate	In addition to any other duties and authorities delegated to it by the Board from time to time, the Audit Committee's mandate includes: • assist the Board in fulfilling its legal and fiduciary obligations in respect of the preparation and disclosure of the financial statements of the Company and other financial information provided by Touchstone to any regulatory body or the public; • oversee the audit efforts of the external auditors of the Company; • maintain free and open means of communication among the directors, the external auditors, and the financial and senior management of the Company; • satisfy itself that the external auditors are independent of the Company; • review the Company's annual and interim financial statements and the notes thereto prior to their submission to the Board for approval; • review financial information included in prospectuses, management's discussion and analysis, annual information forms, business acquisition reports, annual reports and all public disclosures; • satisfy itself on behalf of the Board with respect to Touchstone's systems of internal controls regarding preparation of those financial statements and related disclosures that Management and the Board have established; • oversee financial risks including balance sheet risk and review of appropriate financial-related risk management policies and strategies; and

Audit Committee	
	• oversee complaint procedures and the administration of the complaints submitted pursuant to the whistleblower policy.
Mandate changes in 2021 and 2022	There were no changes to the mandate of the Audit Committee in 2021. In March 2022, as part of the annual mandate review process, our Audit Committee mandate was updated to include the following duties: • review Touchstone's risks management procedures and report to the Board with respect to its risk management process and appropriateness of policies and procedures in managing risk; • oversee the Company's cyber security policies and procedures and regularly receive reports from Management on these activities; • review all related party transactions to ensure the nature and extent of such transactions are property approved and disclosed; and • review the status of taxation matters of the Company and its material subsidiaries.

Certain information regarding the Audit Committee, including the amended mandate of the Audit Committee, is contained in the 2021 AIF. For more information relating to the background of our Audit Committee members, see "*Board of Directors - Biographies of Nominated Directors*".

The Audit Committee pre-approves all audit and non-audit services performed by the Company's external auditor. For more information relating to the fees billed by our external auditors for audit and other services in 2021 and 2020, see "*Matters to be Acted Upon at the Meeting - Appointment of Auditors*".

Compensation and Governance Committee	
Current members	All members of the Compensation and Governance Committee are independent and are familiar with compensation and corporate governance practices. • Kenneth R. McKinnon (Chair) • Beverley Smith • Stanley T. Smith • Dr. Harrie Vredenburg
100% independent	The Compensation Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, all of which are to be independent within the meaning of NI 58-101.
Membership changes in 2021	There were no changes to the composition of the Compensation Committee during 2021.
Summary of mandate	The Board has delegated to the Compensation Committee responsibility to review matters relating to corporate governance and human resource policies and compensation of the Company's directors, officers and employees. These responsibilities include, but are not limited to: • recommend to the Board human resources, compensation policies and programs, and guidelines for application to the Company and oversee the administration of such policies and guidelines as are approved by the Board; • ensure that the Company has in place programs to attract and develop Management of the highest caliber and has a process to provide for the orderly succession of Management; • review compliance by Management of the Company with securities regulatory requirements governing executive compensation committees and executive compensation reporting of the Company, including the report on executive

	Compensation and Governance Committee
	compensation of the Company required by applicable securities regulations; • review the performance of the CEO for the purpose of determining the compensation of the CEO; • approve the annual salary, bonus and other benefits, direct and indirect, of the CEO and, after considering the recommendations of the CEO, all other executive officers of the Company; and • administer the Stock Option Plan in accordance with its terms.
Mandate changes in 2021	There were no changes to the mandate of the Compensation Committee in 2021.

See "*Executive Compensation* - *Compensation Governance*" for further information in relation to the role of the Compensation Committee in determining executive officer compensation. For more information relating to the background of our Compensation Committee members, see "*Board of Directors - Biographies of Nominated Directors*".

The discussion below summarizes the revised Reserves Committee mandate effective March 25, 2021. The Company's HSE and Reserves Committee mandate effective December 31, 2020 contained substantively similar reserves evaluation and reporting related responsibilities.

Reserves Committee (formerly the HSE and Reserves Committee)	
Current members	All members of the Reserves Committee are independent and are familiar with oil and gas reserves and resource evaluation practices. • Peter Nicol (Chair) • Beverley Smith • Dr. Harrie Vredenburg • John D. Wright
100% independent	The Reserves Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, the majority of which are to be independent within the meaning of NI 51-101 and each of whom shall be familiar with oil and gas reserve evaluation practices.
Membership changes in 2021	There were no changes to the composition of the Reserves Committee during 2021.
Summary of mandate effective March 25, 2021	The Board has delegated to the Reserves Committee responsibility to review the Company's oil and gas reserves evaluation disclosure and practices. These responsibilities include, but are not limited to: • generally, review all matters relating to the preparation and public disclosure of estimates of the Company's reserves and resources; • review the procedures relating to the disclosure of information with respect to oil and gas activities including reviewing procedures for complying with the disclosure requirements set forth under NI 51-101 and other applicable securities requirements; • meet with Management and the independent reserves evaluator to determine whether any restrictions affect the ability of the evaluator to report on reserves data without reservation; • annually review the selection, engagement and fees of the independent reserves evaluators; and • review the annual reserves estimates of the Company and its subsidiaries and all applicable disclosures for approval to the Board.

Reserves Committee (formerly the HSE and Reserves Committee)	
Mandate changes in 2021	Effective March 25, 2021, the Board formed the HSSE Committee, and the Reserves Committee mandate was amended to exclude HSE-related matters.

HSSE Committee	
Current members	All members of the HSSE Committee are independent and are generally familiar with health, safety, social and environmental requirements within the energy industry. • Beverley Smith (Chair) • Dr. Harrie Vredenburg • Thomas E. Valentine
100% independent	The HSSE Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, the majority of which are to be independent within the meaning of NI 58-101.
Membership changes in 2021	The HSSE Committee was established by the Board effective March 25, 2021, transitioning HSE responsibilities from the HSE and Reserves Committee.
Summary of mandate effective March 25, 2021	The Board has delegated the HSSE Committee responsibility to review, report and make recommendations to the Board on the development and implementation of the Company's policies, standards and practices with respect to health, safety, social and environmental including climate and sustainability. These responsibilities include, but are not limited to: • oversee the Company's policies, procedures, internal control systems and strategies relating to climate-related issues, environmental protection, sustainability issues, health, safety and social matters to ensure due assessment, consideration and management of risks, opportunities and potential performance improvement relating thereto; • monitor Touchstone's business to assist Touchstone in conducting its business in a socially responsible, ethical and transparent manner that includes engagement, respect and support for the communities in which Touchstone operates; • review and report to the Board with respect to the consideration and integration of climate-related issues, environmental protection, health, safety and social matters in the development of the Company's business strategy and financial planning; • review Touchstone's compliance with all applicable laws, regulations and Touchstone's policies with respect to health, safety, social matters and the environment; • consider and review the setting and performance against appropriate targets, benchmarking, procedures and reporting methods used by the Company to measure climate-related initiatives, environmental protection, health and safety performance and other relevant sustainability performance; and • review Touchstone's disclosure, reporting and external communication practices pertaining to climate-related matters, environmental protection, and health and safety including but not limited to assessments of materiality, sustainability report development and approach to analogous disclosure and other written communication with stakeholders.
Mandate changes in 2021	The HSSE Committee was established by the Board effective March 25, 2021 transitioning HSE responsibilities from the HSE and Reserves Committee.

In accordance with the mandates of the Board and each committee, time is set aside at every meeting to meet in-camera (without Management present) to facilitate open and candid discussion. In 2021 there were six (6) Board meetings; five (5) Audit Committee meetings; three (3) Compensation Committee meetings; and one (1) Reserves Committee meeting. An in-camera session was held at the beginning and/or end of each of those meetings. The independent directors also routinely hold informal meetings at which non-independent directors and members of Management are not in attendance.

The following table sets forth the members of each committee as of December 31, 2021, as well as the individual director's attendance at the meetings in the 2021 financial year.

Director	Total Board and committee attendance	Board meetings	Audit Committee meetings	Compensation Committee meetings	Reserves Committee meetings	HSSE Committee meetings
Paul R. Baay	6/6 (**100%**)	Member 6/6	n/a	n/a	n/a	n/a
Kenneth R. McKinnon	14/14 (**100%**)	Member 6/6	Member 5/5	Chair 3/3	n/a	n/a
Peter Nicol	12/12 (**100%**)	Member 6/6	Member 5/5	n/a	Chair 1/1	n/a
Beverley Smith	11/11 (**100%**)	Member 6/6	n/a	Member 3/3	Member 1/1	Chair 1/1
Stanley T. Smith	14/14 (**100%**)	Member 6/6	Chair 5/5	Member 3/3	n/a	n/a
Thomas E. Valentine	6/7 (**86%**)	Member 5/6	n/a	n/a	n/a	Member 1/1
Dr. Harrie Vredenburg	10/11 (**91%**)	Member 6/6	n/a	Member 2/3	Member 1/1	Member 1/1
John D. Wright	7/7 (**100%**)	Chair 6/6	n/a	n/a	Member 1/1	n/a

Mr. John Wright is the Board Chair and is a member of the Reserves Committee; however, he attends all committee meetings regularly by invitation from the committee chairs. Mr. Thomas Valentine is the Corporate Secretary of the Company and also attends additional committee meetings regularly by invitation from the committee chairs. Mr. Paul Baay was a management director in 2021 and attended all Board and committee meetings noted above.

Serving as a Director

Strategic Planning

The Board oversees the development and execution of a long-range strategic plan and a short-range business plan for the Company which are designed to achieve our principal objectives and identify the principal strategic and operational opportunities and risks of our business. To assist the Board in meeting this responsibility, the agenda for every regularly scheduled Board meeting includes a discussion of the progress of the short-term business plan and quarterly financial results as well as Management's views in respect of some if not all of the following: enterprise risk management, corporate opportunities, exploration, operational and financial matters, financial forecasts, strategic objectives and emerging opportunities and threats designed to provide the Board the information required for them to discuss and analyse the main risks associated with our business plan and make recommendations to adjust the plan if necessary.

In addition, the Board sets aside at least one full day annually for a strategic planning session where they meet with senior Management and discuss the long-term plan for the organization in detail. From time to time, external advisors are invited to present at these meetings. A fulsome in-camera session concludes each of these sessions.

Avoiding Conflicts of Interest

To address conflicts of interest, the members of the Board and executive officers are required to declare the nature and extent of any material interest in any transactions or agreements and related party transactions and may not vote in relation to any such matter. In certain cases, an independent committee may be formed to deliberate on such matters in the absence of the interested party. In any situation where a potential conflict may arise, a director must disclose such conflict and abstain from consideration of the particular transaction or agreement and voting as a result.

Our Audit Committee is responsible for reviewing all related party transactions as defined by applicable regulations. The Audit Committee is also responsible for ensuring the nature and extent of such transactions are properly disclosed.

Succession Planning

Our Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, considering the number required to carry out our Board's duties effectively and to maintain a diversity of views and experience.

The Board is charged with the responsibility of recommending and approving nominees for appointment as directors. The Board considers the skills and qualifications of existing directors and the long-term perceived needs of Touchstone in respect of the Board and each of the committees of the Board. Our Board will typically identify potential candidates and review the qualifications of such potential candidates in the first quarter meeting of each year. In particular, the Board assesses, among other factors, industry experience, functional expertise, financial literacy and expertise, board experience and diversity of background and considers possible conflicts arising in connection with potential candidates. Upon such review, and after conducting appropriate due diligence, the Board will approve candidates.

The Company does not have a specific nomination committee composed entirely of independent directors. To encourage an objective nomination process, the Board will also meet without non-independent members when approving nominees for appointment as directors.

Share Ownership Policy

Our Board believes it is important that directors demonstrate their commitment to our stewardship through share ownership. Our share ownership guidelines establish minimum share ownership levels for directors based on a multiple of their annual retainer. See "*Share Ownership Guidelines*" for further information.

Composition and Diversity

Tenure

Touchstone does not have a director retirement policy nor a policy regarding term limits for directors. Board composition is assessed by the Board as required to ensure that the Board has an adequate composition of skills and experience that will enable it to provide strong stewardship of the Company.

Since 2016, Mr. Stanley Smith joined the Board to replace a departed director; Mr. Peter Nicol joined the Board to augment its expertise in finance, mergers and acquisitions and United Kingdom capital markets; and Ms. Beverley Smith joined the Board to enhance its expertise in reserves, geology, oil and natural gas exploration and ESG.

Diversity

We recognize and embrace the benefits of diversity within our Board, at the executive officer level and at all levels of our organization. When hiring new employees, we consider the candidates' experience and the value that they will bring to the organization with respect to the benefits of diversity. We measure diversity based on business and industry skills and experience, education, gender, age, ethnicity, nationality, geographic background, and other personal characteristics.

Consideration for nominations to our Board will be made based on capability, diversity and the needs of the Board at the applicable time. As a result, the Board is, and will be, comprised of highly qualified directors from diverse backgrounds. The goal of increasing diversity at the Board is to maximize its effectiveness by promoting diverse thinking, while providing for more effective corporate governance and decision making for the Company.

While the emphasis in filling Board vacancies in the past has been finding the best qualified candidates given the needs and circumstances of the Board, a nominee's diversity has been considered favourably in the assessment of director nominees. The Company currently does not have any targets, rules or formal policies that specifically require the identification, consideration, nomination or appointment of board nominees or candidates for executive officer positions. The Company recognizes that gender diversity is an important aspect of diversity on the Board and is committed to act diligently. The Board intends to adopt a Company-wide diversity and inclusion policy for implementation in 2022.

The Board also encourages the consideration of women who have the necessary skills, knowledge, experience and character for promotion or hiring into a management position within the Company. The Board and executive officers are further committed to ensuring a diverse and inclusive culture across our organization by promoting equality of opportunity in terms of employment, development, promotion and reward opportunities. The Board supports our effort to promote, attract and retain highly skilled individuals who can add value to our business while always having due regard to the benefits of diversity on our workplace. Currently, 83 percent of our workforce are Trinidad and Tobago nationals, and 25 percent of our employees are female. There are no women on our current three-person executive officer team, and out of our eight proposed directors, one is female (12.5 percent).

In 2020, the Company's President and CEO signed the BlackNorth Pledge, an initiative launched by the Canadian Council of Business Leaders Against Anti-Black Systemic Racism. Touchstone is committed to specific actions and targets designed to build a more diverse and inclusive workplace and end anti-Black systemic racism. We expect to add elements of this pledge, including creating strategic inclusion and diversity plans into our 2022 Company-wide diversity and inclusion policy.

Director Participation with Other Reporting Issuers

We do not currently have a formal policy on common board memberships, but it is something that our Board considers when evaluating and recommending candidates to be nominated for election or appointment to our Board. Our Board has determined that the following memberships and common Board membership do not impair the ability of these directors to exercise independent judgement as members of our Board.

Director	Reporting Issuer (or equivalent in a foreign jurisdiction)
Kenneth R. McKinnon	Alvopetro Energy Ltd.
Peter Nicol	Eco (Atlantic) Oil and Gas Ltd. Deltic Energy plc
Thomas E. Valentine	NXT Energy Solutions Inc.
John D. Wright	Alvopetro Energy Ltd.

Board Performance and Development

Evaluation

Our Board is responsible to assess, on an ongoing basis, its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in our Board's execution of its responsibilities. The review will identify any areas where our directors or Management believe that our Board could make a better collective contribution to overseeing our affairs.

The Board is also responsible for regularly assessing the effectiveness and contribution of each director, having regard to the competencies and skills each director is expected to bring to the Board. The Board does not formally review the contributions of individual directors; however, it believes that its current size facilitates informal discussion and evaluation of members' contributions within that framework.

In 2020, our Board established a skills matrix pursuant to best practices and identified priorities for current and future director skills. The Board completed and reviewed the skill matrix, outlining the experience and background of our directors in a variety of key subject areas. The matrix is maintained so that members of the Board can identify areas for strengthening the Board as a whole, can identify potential areas of director education, and address any issues through the Board's renewal process. The skills and experience of the nominated directors are reflected in the following table.

Experience and/or Expertise	**P. Baay**	**K. McKinnon**	**P. Nicol**	**B. Smith**	**S. Smith**	**T. Valentine**	**H. Vredenburg**	**J. Wright**
Corporate governance – experience with and understanding of the requirements of good corporate governance.	•	●	•	•	●	●	●	●
Strategic planning – experience in developing, implementing and monitoring short and long-term strategic planning.	•	●	•	●	●	•	●	●
Risk management – experience in evaluating, managing and mitigating overall business risks.	•	●	•	●	•	○	•	•
General oil and gas industry – experience with various aspects of oil and gas business and operations.	●	●	●	●	●	●	●	●
Oil and gas exploration – experience with oil and gas exploration activities, including geological, drilling operations and technology.	●	•	•	●	○	•	•	●
Reserves evaluation – experience with oil and gas reserves evaluation and reporting requirements.	•	•	•	●	•	•	•	●
Geopolitical – experience with analysis of how a country's geography, history, culture, and economy influence its politics and the resulting impact on business.	•	•	•	•	•	●	●	●
International operations – experience with international oil and gas operations.	•	•	•	●	●	●	•	●
Health, safety and environment – experience with industry regulations and best practices regarding workplace health, safety and environmental issues.	●	•	•	●	•	•	●	●
ESG and sustainability – experience with or knowledge of managing risks related to evolving environmental, climate-related and social issues, including reporting and shareholder engagement.	•	●	•	•	•	•	●	●
Financial literacy – ability to critically review and analyze financial reporting documents.	•	●	●	•	●	•	•	●
Financial experience – corporate finance and financial management experience, including internal controls and financial reporting.	●	●	●	•	●	○	•	●

Experience and/or Expertise	P. Baay	K. McKinnon	P. Nicol	B. Smith	S. Smith	T. Valentine	H. Vredenburg	J. Wright
Capital markets – ability to access and assess capital market opportunities in Canada and internationally.	◉	◉	●	◉	◉	○	◉	●
Mergers and acquisitions – experience in identifying, evaluating and executing on strategic, value-added opportunities and leading a business through potential mergers and acquisitions.	◉	●	●	●	●	◉	◉	●
Human resources – experience with responsibility for human resources, including knowledge of creating effective compensation plans.	◉	●	◉	◉	◉	●	◉	●
Legal – experience with international oil and gas laws, capital markets, merger and acquisitions disclosure and related reporting requirements.	◉	●	◉	◉	◉	●	◉	◉

● – Expertise in this area ◉ – General expertise in this area ○ – Limited experience in this area

Director Orientation and Continuing Education

The Board provides an informal orientation program for all new directors. New members of the Board are provided with comprehensive background information about our business and operations, current issues and corporate strategy to allow for informed decision making. New members of the Board also receive a copy of our vision and values statement (see "*Corporate Governance - Our Vision and Values*"). We also have an annual strategic planning session for all directors and senior management to review strategic planning, operations, and the organizational development of Touchstone.

We expect our directors to be informed about issues affecting our business and the industry and jurisdictions in which we operate, and as such, all directors are encouraged to attend applicable educational programs at our expense. Educational programs are also provided for directors on an "as requested" basis, and directors are polled on a regular basis regarding potential education to pursue. As well, all directors have unrestricted direct access to any member of senior Management and their staff at any time. Each director has the responsibility for ensuring that they maintain the skill and knowledge necessary to meet their obligations as a director.

Four current directors of our Board are members of the Institute of Corporate Directors, namely, Mr. Paul Baay, Mr. Kenneth McKinnon, Mr. Stanley Smith and Dr. Harrie Vredenburg. The Institute of Corporate Directors prescribes minimum annual continuing education requirements. Furthermore, all of our directors have significant experience in the international oil and gas industry. The majority are members of professional organizations such as the Association of Professional Engineers and Geoscientists of Alberta, the Geological Society of London, Chartered Professional Accountants of Canada, the Law Society of Alberta and the Canadian Bar Association. Each of those organizations has continuing education requirements that apply to its members.

The Board believes that these procedures are a practical and effective approach in light of Touchstone's current circumstances, including the size of the Board, the size of Touchstone, the nature and scope of Touchstone's business and operations and the experience and expertise of the members of the Board.

Stakeholder Engagement

We are focused on engaging all stakeholders, including shareholders. Through regular dialogue with our shareholders, we believe that direct and constructive interaction creates a strong alignment of the interests of shareholders with the interests of our Board and Management. We conduct regular engagement with investors through non-deal roadshows, face-to-face meetings, broker sponsored conferences and retail investor presentations. In addition, our annual meeting of shareholders is also typically a forum where multiple stakeholders have an opportunity to directly engage with our Board and Management.

Although the stakeholder engagement process is delegated from the Board to the President and CEO, any shareholder wishing to discuss the strategy of the Company can contact our Chair of the Board, Mr. John Wright, via email at jwright@touchstoneexploration.com.

Sustainability

As an international upstream oil and gas company, we are focused on being a sustainable business, which includes ensuring that the communities in which we operate benefit from our operations, and the environment, health and safety of the communities and all stakeholders are not compromised. We actively engage local stakeholders to ensure our actions and initiatives yield positive socio-economical benefits, including but not limited to local employment and community investments. Consideration of ESG risks in business planning and execution positively impacts the Company and ensures its competitiveness and sustainability in the market.

The Company has identified several ESG risks, including the following highest rated risks:

- restricted access to capital and insurance due to decarbonization policies and changing investor sentiment of investors, lenders and insurers;
- emerging climate, environmental and GHG emission regulations from increasing support for the transition to a lower carbon future; and
- new alternatives to and changing demand for petroleum products.

To address identified climate-related risks, we are currently developing a long-term ESG strategy, which includes, among other initiatives, reducing effluent discharge, reducing natural gas venting, increasing the proportion of natural gas, which is a low carbon product in the Company's product mix, and transparent disclosure of ESG performance.

Our Board exercises its responsibility over sustainability goals through its HSSE Committee. The HSSE Committee provides oversight of climate-related and other sustainability-based topics, including risks, opportunities, corporate policies and strategies, and reports to the Board on a quarterly basis.

The HSSE Committee has delegated its authority and accountability of ESG matters to our executive officers. Our executive officers currently have weekly meetings with our local management team that encompasses the identification, measurement and assessment of ESG risks and opportunities. In addition, our executive officers have regular meetings with our government partners (Trinidad and Tobago Ministry of Energy and Energy Industries, Heritage Petroleum Company Limited and the Natural Gas Company of Trinidad and Tobago) that include discussions regarding current and emerging ESG issues and environmental regulations, ensuring that we continue to be regarded as an industry leader in Trinidad. Currently, our President and CEO oversees our safety and social programs; our COO manages our environmental risks and opportunities; and our CFO stewards our governance practices.

In 2021, we published our inaugural 2020 sustainability report ("**2020 Sustainability Report**") in accordance with sustainability reporting standards which documented our assessment of risks, opportunities, progress and challenges as they relate to sustainability matters. The content, scope and methods used in our annual sustainability disclosures follow the guidelines set forth by the Sustainability Accounting Standards Board, the Task Force on Climate-related Financial Disclosures and the Global Reporting Initiative Sustainability Reporting Standards. We believe that sustainability is a multidisciplinary focus that balances economic growth, environmental stewardship and social responsibility. We will continue to increase our transparency of our sustainability efforts to ensure the ongoing accountability and productivity of our business.

We recognize the increasing importance of ESG to stakeholders, in particular shareholders, as well as to our operations. We have undertaken the following key initiatives that reflect our commitment to responsibly manage safety and ESG priorities and risks:

- ✓ established a greenhouse gas emissions baseline in 2020 from which we can strive to minimize our environmental footprint;
- ✓ achieved nil employee incidents in 2021, confirming our dedication to safety;
- ✓ increased our key environmental and safety targets within our 2021 corporate goals, with an aggregate 40 percent of our 2021 annual incentive compensation plan containing safety and ESG objectives;
- ✓ adapted our operations during the COVID-19 pandemic while ensuring the well-being of our employees and supporting residents within the communities we operated;
- ✓ established a minimum equity ownership policy for our directors and executive officers;
- ✓ implemented an executive officer clawback policy;
- ✓ initiated our HSSE Committee of the Board mandating specific ESG and sustainability responsibilities; and
- ✓ updated our director skill matrix to include new skill attributes of ESG and sustainability experience to ensure we have the appropriate experience to monitor and continuously improve our ESG practices.

Our 2020 Sustainability Report, which we consider a baseline for continued improvement, is available on our website (https://www.touchstoneexploration.com/governance/sustainability).

We are proactive in our communications with the local communities in which we are actively exploring or developing projects. Our goal is to establish open and fair consultation processes with all stakeholders, provide information on local business and employment opportunities, identify areas of interest or concern and develop mutually beneficial working relationships. Our Management has established policies and practices that complement our basic responsibilities as a development tool for the local communities in the areas where we operate. Our social responsibility strategy aims at creating local employment opportunities and providing industry education and health training programs. Through investing in environmental and social initiatives, we aim to support the communities by setting goals that promote sustainable development.

Environmental stewardship is a core value at Touchstone, and we are focused on reducing the environmental footprint of our exploration and production operations by continuously monitoring our environmental impact, developing corporate strategies, and investing in new technologies to address any risks. We have an HSE department with oversight of workers' health, safety and environmental stewardship. We believe we use best environmental practices in the planning, design, and implementation of exploration programs and oil and natural gas production. Our main environmental strategies include the preparation of comprehensive environmental impact assessments and creating and implementing all encompassing environmental management plans. Monitoring and reporting programs for HSE performance in day-to-day operations, as well as inspections and assessments, are designed to provide assurance that environmental and regulatory standards are continually met in Trinidad. We maintain an active comprehensive integrity monitoring and management program for our wells, surface piping, facilities and storage tanks. Contingency plans are in place for a timely response to an environmental event, and abandonment, remediation and reclamation programs are implemented and utilized to restore the environment.

We are committed to providing a healthy and safe working environment for employees, contractors and the general public. This is supported by dedicated staff and contractors who provide on-site health and safety support as well as ongoing hazard assessments, interim and annual audits and training programs. Management is responsible for reviewing our internal control systems in the areas of HSE and strategies and policies regarding HSE, including our emergency response plan. Management reports to our HSSE Committee and our Board on at least a quarterly basis with respect to HSE matters, including: (i) compliance with all applicable laws and regulations policies with respect to HSE; (ii) emerging trends, issues and regulations related to HSE that are relevant to us; (iii) the findings of any significant report by regulatory agencies, external HSE consultants or auditors concerning our HSE performance; (iv) any necessary corrective measures taken to address issues and risks with regards to our performance in the areas of HSE that have been identified by Management, external auditors or by regulatory agencies; (v) the results of any review with Management, external consultants and legal advisors of the implications of major corporate undertakings such as the acquisition or expansion of facilities, decommissioning of facilities or ongoing drilling and development operations; and (vi) all incidents and near misses with respect to our operations, including corrective actions taken as a result thereof.

Other Disclosures

Indebtedness of Directors and Executive Officers

As of the date hereof, no director, proposed director, executive officer, nor any of their respective associates or affiliates, is or has been indebted to the Company or its subsidiaries, and there has been no such indebtedness at any time since incorporation.

Interest of Certain Persons and Companies in Matters to be Acted Upon

Management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership or otherwise, of any director or executive officer or anyone who has held office as such since the beginning of the Company's last financial year, any proposed nominee for election as a director of the Company or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors or the appointment of auditors as disclosed herein.

Interest of Informed Persons in Material Transactions

There are no material interests, direct or indirect, of any informed person of the Company (as such term is defined in NI 51-102), any proposed director of the Company or any associate or affiliate of any informed person or proposed director of the Company in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, other than as disclosed herein.

Additional Information

Financial information is provided in our comparative annual audited consolidated financial statements and related management's discussion and analysis for the year ended December 31, 2021. Shareholders can access this and other additional information, including our 2021 AIF, on our website (www.touchstoneexploration.com) and under our profile on SEDAR (www.sedar.com). Alternatively, shareholders may request physical copies of the annual financial statements, related management's discussion and analysis and the 2021 AIF by emailing a request to info@touchstoneexploration.com.

Advisory

Forward-looking Statements

Certain information provided in this Information Circular may constitute forward-looking statements and information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. Such forward-looking statements include, without limitation, forecasts, estimates, expectations and objectives for future operations that are subject to assumptions, risks and uncertainties, many of which are beyond the control of the Company. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or are events or conditions that "will", "would", "may", "could" or "should" occur or be achieved.

Forward-looking statements in this Information Circular (including the prefacing "Letter to Shareholders") include, but are not limited to, those in respect of: the business objectives and future goals and strategies of the Company; the extent to which the Company anticipates being able to bring natural gas and associated liquids onstream and diversify its current oil production and the downstream demand for the Company's diversified production; the extent to which the Company can convert its existing reserve base to production and resulting cash flows therefrom and the timing thereof; the extent to which the Company anticipates increasing its capacity for future development and exploration operations by the end of 2022, lowering its risk profile, and being able to withstand economic volatility; the continuation of certain existing, and the implementation of certain additional ESG policies and practices (including with respect to reducing the Company's environmental footprint and the strategies for accomplishing such reduction, adopting a diversity and inclusion policy, and identifying sustainable ways to operate) and the timing thereof; expected increases to 2022 petroleum revenues and natural gas exploration wells coming online; expected reduction of the Company's non-audit and non-tax fees in the 2022 financial year; expected shareholder returns; exploration, production and associated operational plans and strategies, including future drilling activities, the timing thereof and the production resulting therefrom; the Company's drilling and development location inventory, including the number and quality of, and risk associated with, those locations; the entering into of contractual arrangements, the parties thereto and the terms thereof; and the sufficiency of resources and available financing to fund such future operations.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Certain of these assumptions and risks are set out in more detail in the Company's 2021 AIF which has been filed on SEDAR and can be accessed at www.sedar.com. The forward-looking statements contained in this Information Circular are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.

Oil and Gas Metrics

This Information Circular refers to reserve additions, finding and development ("**F&D**") costs and recycle ratio, which are oil and gas metrics that are commonly used in the oil and gas industry. The metrics have been referred to herein as they were components of the Company's 2021 annual incentive plan. These metrics have been prepared by Management and do not have standardized meanings or standardized methods of calculation, and therefore such measures may not be comparable to similar measures presented by other companies and should not be used to make comparisons. Such measures are not reliable indicators of the future performance of the Company, and future performance may not compare to the performance in prior periods, and therefore such metrics should not be unduly relied upon. The Company uses these oil and gas metrics for its own performance measurements and to provide shareholders with measures to compare the Company's operations over time.

Reserve additions are calculated as the change in reserves from the beginning to the end of the applicable period excluding period production. Management uses this measure to determine the relative change of its reserves base over a period of time.

F&D costs represent the costs of exploration and development incurred. Specifically, F&D is calculated as the sum of exploration and development capital expenditures incurred in the period and the change in future development costs required to develop those reserves. F&D costs per barrel is determined by dividing current period reserve additions to the corresponding period's F&D cost. Readers are cautioned that the aggregate of capital expenditures incurred in the most recent financial year and the change during that year in estimated future development costs generally will not reflect total F&D costs related to reserves additions for that year. Management uses F&D costs as a measure of its ability to execute its capital program, the success in doing so, and of the Company's asset quality.

Recycle ratio is a measure used by Management to evaluate the effectiveness of its capital reinvestment program and is calculated by dividing the annual F&D costs per barrel to operating netback per barrel prior to realized gains or losses on commodity derivative contracts in the corresponding period (refer to the "*Non-GAAP Financial Measures*" advisory section below). The recycle ratio compares netbacks from existing reserves to the cost of finding new reserves and may not accurately indicate the investment success unless the replacement of reserves are of equivalent quality as the produced reserves.

Non-GAAP Financial Measures

This Information Circular or documents referred to in this Information Circular make reference to various non-GAAP financial measures, non-GAAP ratios, capital management measures and supplementary financial measures as such terms are defined in National Instrument 52-112 - *Non-GAAP and Other Financial Measures Disclosure*. Such measures are not recognized measures under GAAP and do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar financial measures disclosed by other issuers. Readers are cautioned that the non-GAAP financial measures referred to herein should not be construed as alternatives to, or more meaningful than measures prescribed by IFRS and they are not meant to enhance the Company's reported financial performance or position. These are complementary measures that are commonly used in the oil and natural gas industry and by the Company to provide shareholders and potential investors with additional information regarding the Company's performance, liquidity and ability to generate funds to finance its operations. Non-GAAP financial measures references herein include funds flow from operations, operating netback and net debt, as they were components of the Company's 2021 annual incentive plan.

Funds flow from operations

Funds flow from operations is included in the Company's consolidated statements of cash flows. Touchstone considers funds flow from operations to be a key measure of operating performance as it demonstrates the Company's ability to generate the funds necessary to finance capital expenditures and repay debt. Management believes that by excluding the temporary impact of changes in non-cash operating working capital, funds flow from operations provides a useful measure of the Company's ability to generate cash that is not subject to short-term movements in non-cash operating working capital.

Operating netback

The Company uses operating netback as a key performance indicator of field results. The Company considers operating netback to be a key measure as it demonstrates Touchstone's profitability relative to current commodity prices and assists Management and investors with evaluating operating results on a historical basis. Operating netback is a non-GAAP financial measure calculated by deducting royalties and operating expenses from petroleum sales. Operating netback per barrel is a non-GAAP ratio calculated by dividing the operating netback by production volumes for the period.

Net debt

Touchstone closely monitors its capital structure with a goal of maintaining a strong financial position to fund current operations and future growth. Net debt is a capital management measure used by Management to steward the Company's overall debt position and as measures of overall financial strength. Net debt (surplus) is calculated by summing the Company's working capital and the principal (undiscounted) long-term amount of senior secured debt. Working capital is calculated as current assets minus current liabilities as they appear on the consolidated statements of financial position.

References to Touchstone

For convenience, references in this document to the "Company", "we", "us", "our", and "its" may, where applicable, refer only to Touchstone.

Approval

This Information Circular dated April 29, 2022 has been approved by the Board of Directors of the Company.

Appendix A

Board of Directors Mandate

Approved and adopted by the Board of Directors on November 16, 2012 and reapproved on March 25, 2022

Role and Objective

This mandate defines the role of the Board of Directors (the "**Board**") of Touchstone Exploration Inc. (the "**Corporation**"). The fundamental responsibilities of the Board of the Corporation are to: (i) appoint and oversee a competent executive team to manage the business of the Corporation, with a view to maximize shareholder value, (ii) identify and understand the risks associated with the business of the Corporation and (iii) ensure corporate conduct in an ethical and legal manner via an appropriate system of corporate governance, disclosure processes and internal controls. The following are the key guidelines governing how the Board will operate to carry out its duties.

1. Duty of Oversight

The Board is responsible for overseeing and supervising management's conduct of the business of the Corporation to ensure that such business is being conducted in the best interests of the Corporation and its shareholders.

2. Formulation of Corporate Strategy

Management is responsible for the development of an overall corporate strategy to be presented to the Board. The Board shall ensure there is a formal strategic planning process in place and shall review and, if it sees fit, endorse the corporate strategy presented by management. The Board shall monitor the implementation and execution of the corporate strategy.

3. Principal Risks

The Board should have a continuing understanding of the principal risks associated with the business of the Corporation. It is the responsibility of management to ensure that the Board and its committees are kept well informed of changing risks. The principal mechanisms through which the Board reviews risks are the Audit Committee, the Reserves Committee, the Health, Safety, Social and Environmental Committee and the strategic planning process. It is important that the Board understands and supports the key risk decisions of management.

4. Internal Controls and Communication Systems

The Board ensures that sufficient internal controls and communication systems are in place to allow it to conclude that management is discharging its responsibilities with a high degree of integrity and effectiveness. The confidence of the Board in the ability and integrity of management is the paramount control mechanism.

5. Financial Reporting, Operational Reporting and Review

(a) The Board ensures that processes are in place to address applicable regulatory, corporate, securities and other compliance matters, including applicable certification requirements regarding the financial, operational and other disclosures of the Corporation.

(b) The Board reviews and approves the financial statements, related management's discussion and analysis and reserves evaluations of the Corporation.

(c) The Board reviews annual operating and capital plans and reviews and considers all amendments or departures proposed by management from established strategy, capital and operating plans or matters of policy which diverge from the ordinary course of business.

(d) The Board reviews operating and financial performance results relative to established strategy, budgets and objectives.

6. Succession Planning and Management Development

The Board considers succession planning and management recruitment and development. The Chief Executive Officer and the Compensation Committee shall periodically review succession planning and management recruitment and development.

7. Disclosure and Communication Policy

The Corporation has adopted a policy governing disclosure and communication concerning the affairs of the Corporation. Housekeeping and non-material amendments to the Policy may be made by the Disclosure Committee. Significant changes to the Disclosure and Communication Policy shall be reviewed by the Board.

8. The Chair of the Board

The Board shall appoint a Chair from among its members. The role of the Chair is to act as the leader of the Board, to manage and co-ordinate the activities of the Board and to oversee execution by the Board of this written mandate.

9. Committees

The Board may appoint such committees as it sees fit. Each committee operates according to the mandate for such committee approved by the Board outlining its duties and responsibilities and the limits of authority delegated to it by the Board. The Board reviews and re-assesses the adequacy of the mandate of each committee on a regular basis and, with respect to the Audit Committee, at least once a year.

10. Committee Chairs and Committee Members

(a) The Chair shall propose the leadership and membership of each committee. In preparing recommendations, the Chair will take into account the preferences, skills and experience of each director. Committee Chairs and members are appointed by the Board at the first Board meeting after the annual shareholder meeting or as needed to fill vacancies during the year.

(b) Each committee's meeting schedule will be determined by its Chair and members based on its work plan and mandate. The committee Chair will develop the agenda for each committee meeting. Each committee will report in a timely manner to the Board on the results of its meetings.

11. Board Meetings, Agendas and Notice

(a) The Board will meet a minimum of four (4) times per year.

(b) The Chair, in consultation with the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary, will develop the agenda for each Board meeting. Under normal circumstances, management will use its best effort to distribute the agenda and related materials to directors not less than two (2) business days before the meeting. All directors are free to suggest additions to the agenda.

(c) Notice of the time and place of every meeting may be given orally, in writing, or by email to each member of the Committee at least two (2) business days prior to the time fixed for such meeting. A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. Information for Board Meetings

(a) Material distributed to the directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should briefly summarize the material sent to directors to maximize the time available for discussion on questions regarding the material.

(b) It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.

13. Non-Directors at Board Meetings

The Board appreciates the value of having management team members attend Board meetings to provide information and opinions to assist the directors in their deliberations. The Board, through the Chair, can determine management attendees at Board meetings.

14. Board Relations with Management

Board policies and guidelines are issued to management for their adherence. Directors may direct questions or concerns on management performance to the Chair, to the President and Chief Executive Officer or through Board and committee meetings. While the Board establishes limits of authority delegated to management, directors must respect the organizational structure of management. A director has no authority to direct any staff member.

15. New Director Orientation

New directors will be provided with an orientation which will include written information about the duties and obligations of directors and the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management and other directors.

16. Assessing the Board's Performance

The Board is responsible for annually assessing its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities. The review should identify any areas where the directors or management believe that the Board could make a better collective contribution to overseeing the affairs of the Corporation.

17. Board Compensation

The Compensation Committee will review director compensation in accordance with the mandate of the Compensation Committee and will make changes in compensation to the Board when warranted and in light of the responsibilities and risks involved in being a director.

18. Annual Evaluation of the President and Chief Executive Officer - Compensation Committee

The Compensation Committee will conduct an annual performance review of President and Chief Executive Officer in accordance with the mandate of the Compensation Committee. The results of this performance review will be communicated to the President and Chief Executive Officer by the Chair of the Compensation Committee.

19. Outside Advisors for Individual Directors

Occasionally, a director may need the services of an advisor to assist with matters involving responsibilities as a director. A director who wishes to engage an outside advisor at the expense of the Corporation may do so with the authorization of the Chair of the Board.

20. Conflict of Interest

(a) Directors have a duty to act honestly and in good faith with a view for the best interests of the Corporation and to exercise the care, diligence and skills a reasonably prudent person would exercise in comparable circumstances.

(b) Directors shall not allow personal interests to conflict with their duties to the Corporation and shall avoid and refrain from involvement in situations of conflict of interest.

(c) A director shall disclose promptly any circumstances such as an office, property, a duty or an interest, which may create a conflict with that director's duty to the Corporation.

(d) A director shall disclose promptly any interest that director may have in an existing or proposed contract or transaction of or with the Corporation.

(e) The disclosures contemplated in paragraphs (c) and (d) above shall be immediate if the perception of a possible conflict of interest arises during a meeting of the Board or any committee of the Board, or if the perception of a possible conflict arises at another time then the disclosure shall occur at the first Board meeting after the director becomes aware of the potential conflict of interest.

(f) A director's disclosure to the Board shall disclose the full nature and extent of that director's interest either in writing or by having the interest entered in the minutes of the meeting of the Board.

(g) A director with a conflict of interest or who is capable of being perceived as being in conflict of interest vis-à-vis the Corporation shall abstain from discussion and voting by the Board or committee of the Board on any motion to recommend or approve the relevant contract of transaction unless the contract or transaction is an arrangement by way of security for obligations undertaken by the director for the benefit of the Corporation or one relating primarily to the director's remuneration or benefits. If the conflict of interest is obvious and direct, the director shall withdraw while the item is being considered.

(h) Without limiting the generality of "conflict of interest" it shall be deemed a conflict of interest if a director, a director's relative, a member of the director's household in which any relative or member of the household is involved has a direct or indirect financial interest in, or obligation to, or a party to a proposed or existing contract or transaction with the Corporation.

(i) Directors shall not use information obtained as a result of acting as a director for personal benefit or for the benefit of others.

(j) Directors shall maintain the confidentiality of all information and records obtained as a result of acting as a director.

21. Corporate Governance and Nominating

(a) The Board retains overall responsibility for the implementation and enforcement of an appropriate system of corporate governance, including policies and procedures to ensure the Board functions independently of management. The Board shall establish and maintain such corporate governance policies and procedures as are necessary to ensure that the Corporation is fully compliant with applicable securities laws and prevailing governance standards. Such policies and procedures shall contain clear reporting, oversight and enforcement provisions that reserve the right for the Board to take appropriate remedial action in the event of a breach thereof. The Board shall mandate the Corporation's Corporate Secretary and professional advisors to keep it apprised of developing corporate governance issues and shall, each year after the annual shareholder meeting of the Corporation, review the sufficiency of the Corporation's corporate governance policies and procedures.

(b) The Board retains overall responsibility to identify and recommend suitable candidates for nomination for election as directors of the Corporation and to consider the competencies and skills the Board, as a whole, should possess.

22. Mandate Review

This mandate shall be reviewed and approved by the Board each year.

Appendix B

Change in Auditor Reporting Package

(see attached)

TOUCHSTONE EXPLORATION INC.

NOTICE OF CHANGE OF AUDITOR

TO:	Ernst & Young LLP, Chartered Professional Accountants
AND TO:	KPMG LLP, Chartered Professional Accountants
AND TO:	Alberta Securities Commission British Columbia Securities Commission Financial and Consumer Affairs Authority of Saskatchewan The Manitoba Securities Commission Ontario Securities Commission Autorité des Marchés Financiers Financial and Consumer Services Commission (New Brunswick) Nova Scotia Securities Commission Office of the Superintendent of Securities, Consumer, Corporate and Insurance Services Division, Office of the Attorney General (Prince Edward Island) Office of the Superintendent of Securities, Service Newfoundland and Labrador

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Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), Touchstone Exploration Inc. (the "**Company**") hereby gives notice of the following:

1. The audit committee (the "**Audit Committee**") of the board of directors of the Company (the "**Board**") conducted a review of external audit services. Following completion of such review, the Audit Committee recommended to the Board that the Company change auditors from Ernst & Young LLP, Chartered Professional Accountants (the "**Former Auditor**") to KPMG LLP, Chartered Professional Accountants (the "**Successor Auditor**"). On September 28, 2021, the Board approved the change of auditors effective September 29, 2021.

2. Effective September 29, 2021, at the request of the Company, the Former Auditor resigned as the auditor of the Company.

3. Effective September 29, 2021, the Successor Auditor was appointed as the new auditor of the Company.

4. There were no modifications of opinion by the Former Auditor in the auditor's reports of the two most recently completed fiscal years ended December 31, 2020 and 2019 or in connection with any subsequent period up to and including September 29, 2021.

5. There have been no "reportable events" (as defined in NI 51-102) in connection with the audits of the Company's two most recently completed fiscal years or with any subsequent period up to and including September 29, 2021.

DATED this 29th day of September, 2021.

TOUCHSTONE EXPLORATION INC.

Per: (signed) *"Scott Budau"*
Mr. Scott Budau
Chief Financial Officer

Ernst & Young LLP
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Calgary AB T2P 1M4

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September 29, 2021

Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Authorité des marches financiers
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador

Attention: John D. Wright, Chairman of the Board

Touchstone Exploration Inc. – Notice of Change of Auditor

Dear Sirs/Mesdames:

In connection with our recent resignation as auditor of Touchstone Exploration Inc., we acknowledge receipt of the Notice of Change of Auditor, dated September 29, 2021.

We agree with the statement set out in the Notice of Change of Auditor.

If you have any question or comments relating to this matter, please do not hesitate to contact the undersigned directly at your convenience.

Yours sincerely,

Ernst + Young LLP

Ernst & Young LLP
Chartered Professional Accountants

KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB
T2P 4B9
Telephone (403) 691-8000
Fax (403) 691-8008
www.kpmg.ca

To Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland and Labrador
The Office of the Superintendent of Securities, Consumer, Corporate and Insurance Services Division, Prince Edward Island
Autorité des marchés financiers

September 29, 2021

Dear Sir/Madam

Re: Notice of Change of Auditors for Touchstone Exploration Inc.

We have read the Notice of Touchstone Exploration Inc. dated September 29, 2021 and are in agreement with the statements contained in such Notice.

Yours very truly,

KPMG LLP

Chartered Professional Accountants

Calgary, Canada