



Touchstone Exploration Inc.

Annual Information Form

For the year ended December 31, 2023

Dated March 20, 2024



2023 ANNUAL INFORMATION FORM

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CERTAIN DEFINITIONS

The following is a glossary of certain terms used in this Annual Information Form ("**AIF**"). Words importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

Selected Defined Terms

"**ABCA**" means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9, as amended, together with all regulations promulgated thereunder;

"**AIM**" means the market of that name operated by the London Stock Exchange plc;

"**Board**" or "**Board of Directors**" means the board of directors of Touchstone;

"**Common Shares**" means the common shares in the capital of the Company of no-par value as constituted on the date hereof;

"**Company**" or "**Touchstone**" means Touchstone Exploration Inc.; a company incorporated under the ABCA and includes its direct and indirect subsidiaries on a consolidated basis where the context requires or permits;

"**CSA 51-324**" means Staff Notice 51-324 - *Revised Glossary to NI 51-101 Standards of Disclosure for Oil and Gas Activities* of the Canadian Securities Administrators;

"**ESG**" means environmental, social and governance;

"**GAAP**" means Generally Accepted Accounting Principles for publicly accountable entities in Canada which are currently in accordance with IFRS;

"**GLJ**" means GLJ Ltd. (formerly GLJ Petroleum Consultants Ltd.), independent petroleum engineers of Calgary, Alberta;

"**Heritage**" mean Heritage Petroleum Company Limited, the state-owned oil and gas exploration and production company of Trinidad and Tobago (formerly the Petroleum Company of Trinidad and Tobago Limited or "**Petrotrin**");

"**IFRS**" means IFRS Accounting Standards as issued by the International Accounting Standards Board;

"**Loan Agreement**" means the loan agreement dated June 15, 2020, among Touchstone Exploration (Trinidad) Ltd. and Republic Bank Limited, acting as sole lender and agent, and any amendments and restatements thereto;

"**MEEI**" means the Government of the Republic of Trinidad and Tobago Ministry of Energy and Energy Industries (formerly the Ministry of Energy and Energy Affairs);

"**NI 51-101**" means National Instrument 51-101 - *Standards of Disclosure for Oil and Gas Activities* adopted by the Canadian Securities Administrators;

"**NI 51-102**" means National Instrument 51-102 - *Continuous Disclosure Obligations* adopted by the Canadian Securities Administrators;

"**NGC**" means The National Gas Company of Trinidad and Tobago Limited;

"**Ortoire Licence**" means the Exploration and Production (Public Petroleum Rights) Licence for the Ortoire block dated October 31, 2014, among The President of the Republic of Trinidad and Tobago, the MEEI,

Petrotrin (subsequently novated to Heritage) and Primera Oil and Gas Limited, and any amendments thereto;

"**person**" or "**persons**" include an individual, body corporate, partnership, syndicate or other form of unincorporated entity;

"**POGL**" means Primera Oil and Gas Limited, an indirect wholly owned subsidiary of the Company incorporated under the laws of Trinidad;

"**Reserves Report**" means the report of GLJ Ltd. dated March 1, 2024, evaluating the light and medium crude oil, heavy crude oil, conventional natural gas and natural gas liquid reserves of the Company as at December 31, 2023;

"**SEDAR+**" means the Canadian System for Electronic Document Analysis and Retrieval available through www.sedarplus.ca;

"**Shareholder(s)**" means the holder(s) of Common Shares;

"**subsidiary**" has the meaning given to such term in the *Securities Act (Alberta)*;

"**Touchstone Arrangement**" means the arrangement completed May 13, 2014 pursuant to section 193 of the ABCA between Touchstone (formerly Petrobank Energy and Resources Ltd.) and Touchstone Energy Inc. (formerly Touchstone Exploration Inc.);

"**Touchstone Energy**" means Touchstone Energy Inc., a former wholly owned subsidiary of the Company formerly incorporated under the ABCA;

"**Touchstone Trinidad**" means Touchstone Exploration (Trinidad) Ltd., an indirect wholly owned subsidiary of the Company incorporated under the laws of Trinidad;

"**Trinidad**" means the Republic of Trinidad and Tobago; and

"**TSX**" means the Toronto Stock Exchange.

Selected Oil and Gas Terms

"**abandonment and reclamation costs**" means all costs associated with the process of restoring a property that has been disturbed by oil and gas activities to a standard imposed by applicable government and regulatory authorities;

"**API**" means the American Petroleum Institute;

"**API gravity**" means the American Petroleum Institute gravity, which is a measure of how heavy or light a petroleum liquid is compared to water. If a petroleum liquid's API gravity is greater than 10, it is lighter and floats on water; if less than 10, it is heavier than water and sinks. API gravity is thus a measure of the relative density of a petroleum liquid and the density of water, but it is used to compare the relative densities of petroleum liquids;

"**Brent**" means the Dated Brent crude oil benchmark price;

"**COGE Handbook**" means the "Canadian Oil and Gas Evaluation Handbook" maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter), as amended from time to time;

"**conventional natural gas**" means natural gas that has been generated elsewhere and has migrated as a result of hydrodynamic forces and is trapped in discrete accumulations by seals that may be formed by localized structural, depositional or erosional geological features;

"crude oil" or **"oil"** means a mixture consisting mainly of pentanes and heavier hydrocarbons that exists in the liquid phase in reservoirs and remains liquid at atmospheric pressure and temperature. Crude oil may contain small amounts of sulphur and other non-hydrocarbons but does not contain liquids obtained from the process of natural gas;

"developed non-producing reserves" are those reserves that either have not been on production or have previously been on production but are shut-in, and the date of resumption of production is unknown;

"developed producing reserves" are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing, or if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty;

"developed reserves" are those reserves that are expected to be recovered from existing wells and installed facilities or, if facilities have not been installed, that would involve a low expenditure (for example, when compared to the cost of drilling a well) to put the reserves on production. The developed category may be subdivided into producing and non-producing;

"development costs" means costs incurred to obtain access to reserves and to provide facilities for extracting, treating, gathering and storing the oil and gas from reserves. More specifically, development costs, including applicable operating costs of support equipment and facilities and other costs of development activities, are costs incurred to:

- (a) gain access to and prepare well locations for drilling, including surveying well locations for the purpose of determining specific development drilling sites, clearing ground, draining, road building, and relocating public roads, gas lines and power lines, to the extent necessary in developing the reserves;
- (b) drill and equip development wells, development type stratigraphic test wells and service wells, including the costs of platforms and of well equipment such as casing, tubing, pumping equipment and wellhead assembly;
- (c) acquire, construct and install production facilities such as flow lines, separators, treaters, heaters, manifolds, measuring devices and production storage tanks, natural gas cycling and processing plants, and central utility and waste disposal systems; and
- (d) provide improved recovery systems;

"development well" means a well drilled inside the established limits of an oil and natural gas reservoir, or in close proximity to the edge of the reservoir, to the depth of a strategic horizon known to be productive;

"exploration costs" means costs incurred in identifying areas that may warrant examination and in examining specific areas that are considered to have prospects that may contain oil and gas reserves, including costs of drilling exploratory wells and exploratory type stratigraphic test wells. Exploration costs may be incurred both before acquiring the related property (sometimes referred to as "prospecting costs") and after acquiring the property. Exploration costs, which include applicable operating costs of support equipment and facilities and other costs of exploration activities, are:

- (a) costs of topographical, geochemical, geological and geophysical studies, rights of access to properties to conduct those studies, and salaries and other expenses of geologists, geophysical crews and others conducting those studies (collectively sometimes referred to as "geological and geophysical costs");
- (b) costs of carrying and retaining unproved properties, such as delay rentals, taxes (other than income and capital taxes) on properties, legal costs for title defence, and the maintenance of land and lease records;

- (c) dry hole contributions and bottom hole contributions;
- (d) costs of drilling and equipping exploratory wells; and
- (e) costs of drilling exploratory type stratigraphic test wells;

"**exploration well**" means a well that is not a development well, a service well or a stratigraphic test well;

"**forecast prices and costs**" means future prices and costs that are:

- (a) generally accepted as being a reasonable outlook of the future; or
- (b) if, and only to the extent that, there are fixed or presently determinable future prices or costs to which the Company is legally bound by a contractual or other obligation to supply a physical product, including those for an extension period of a contract that is likely to be extended, those prices or costs rather than the prices and costs referred to in subparagraph (a);

"**future net revenue**" means a forecast of revenue, estimated using forecast prices and costs, arising from the anticipated development and production of resources, net of the associated royalties, operating costs, development costs, and abandonment and reclamation costs;

"**gross**" means:

- (a) in relation to a reporting issuer's interest in production or reserves, its "company gross reserves", which are the reporting issuer's working interest (operating or non-operating) share before deduction of royalties and without including any royalty interests of the reporting issuer;
- (b) in relation to wells, the total number of wells in which a reporting issuer has an interest; and
- (c) in relation to properties, the total area of properties in which a reporting issuer has an interest;

"**heavy crude oil**" or "**heavy oil**" means crude oil with a relative density greater than 10 degrees API gravity and less than or equal to 22.3 degrees API gravity;

"**hydrocarbon**" means a compound consisting of hydrogen and carbon, which, when naturally occurring, may also contain other elements such as sulphur;

"**light crude oil**" or "**light oil**" means crude oil with a relative density greater than 31.1 degrees API gravity;

"**medium crude oil**" or "**medium oil**" means crude oil with a relative density greater than 22.3 degrees API gravity and less than or equal to 31.1 degrees API gravity;

"**natural gas**" means a naturally occurring mixture of hydrocarbon gases and other gases;

"**natural gas liquids**" means those hydrocarbon components that can be recovered from natural gas as a liquid including, but not limited to, ethane, propane, butanes, pentanes plus and condensates;

"**net**" means:

- (a) in relation to a reporting issuer's interest in production or reserves, the reporting issuer's working interest (operating or non-operating) share after deduction of royalty obligations, plus the reporting issuer's royalty interests in production or reserves;
- (b) in relation to a reporting issuer's interest in wells, the number of wells obtained by aggregating the reporting issuer's working interest in each of its gross wells; and

(c) in relation to a reporting issuer's interest in a property, the total area in which the reporting issuer has an interest multiplied by the working interest owned by the reporting issuer;

"possible reserves" are those additional reserves that are less certain to be recovered than probable resources. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated proved plus probable plus possible reserves;

"probable reserves" are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves;

"property" includes: (a) fee ownership or a lease, concession, agreement, permit, licence or other interest representing the right to extract oil or gas subject to such terms as may be imposed by the conveyance of that interest; (b) royalty interests, production payments payable in oil or gas, and other non-operating interests in properties operated by others; and (c) an agreement with a foreign government or authority under which a reporting issuer participates in the operation of properties or otherwise serves as "producer" of the underlying reserves (in contrast to being an independent purchaser, broker, dealer or importer). A property does not include supply agreements or contracts that represent a right to purchase, rather than extract, oil or gas;

"proved reserves" are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves;

"reserves" are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, as of a given date, based on: (a) analysis of drilling, geological, geophysical and engineering data; (b) the use of established technology; and (c) specified economic conditions, which are generally accepted as being reasonable and shall be disclosed. Reserves are classified according to the degree of certainty associated with the estimates;

"service well" means a well drilled or completed for the purpose of supporting production in an existing field. Wells in this class are drilled for the following specific purposes: natural gas injection (natural gas, propane, butane or flue gas), water injection, steam injection, air injection, salt water disposal, water supply for injection, observation or injection for combustion; and

"undeveloped reserves" are those reserves expected to be recovered from known accumulations where a significant expenditure (for example, when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable) to which they are assigned.

Terms and abbreviations used in our December 31, 2023 audited consolidated financial statements, in our accompanying Management's discussion and analysis for the year ended December 31, 2023, and in the appendices to this AIF are defined separately, and the terms and abbreviations defined herein are not used therein, except where otherwise indicated. Otherwise, capitalized terms used in this AIF which have not been defined above shall have the meanings given to them in this AIF.

NOTES TO READER

Abbreviations and Conversions

In this AIF, the abbreviations set forth below have the following meanings:

Oil and Natural Gas Liquids	
bbl(s)	barrel(s)
bbls/d	barrels per day
Mbbl	thousand barrels
Mbbls/d	thousand barrels per day
NGL(s)	natural gas liquid(s)

Natural Gas	
Mcf	thousand cubic feet
Mcf/d	thousand cubic feet per day
MMcf	million cubic feet
MMcf/d	million cubic feet per day
MMbtu	million British Thermal Units

Other	
boe	barrels of oil equivalent, using the conversion factor of 6 Mcf of natural gas being equivalent to one barrel of oil
boe/d	barrels of oil equivalent per day
Mboe	thousand barrels of oil equivalent
\$ or US\$	United States of America dollars
\$000's	thousands of United States of America dollars

The following table sets forth certain standard conversions between Standard Imperial Units and the International System of Units (or metric units).

To Convert From	To	Multiply By
Mcf	cubic metres	28.317
cubic metres	cubic feet	35.315
bbls	cubic metres	0.159
cubic metres	bbls	6.289
feet	metres	0.305
metres	feet	3.281
acres	hectares	0.405
hectares	acres	2.471

Conventions and Other Information

Certain terms used herein are defined in the "*Certain Definitions*" section of this AIF. Certain other terms used herein but not defined herein are defined in NI 51-101 and CSA 51-324 and, unless the context otherwise requires, shall have the same meanings herein as in NI 51-101 and/or CSA 51-324.

All financial information herein is presented in accordance with IFRS.

In all cases where percentage (%) figures are provided, such percentages have generally been rounded to the nearest whole number and limited to increases or decreases of 100 percent.

Unless otherwise specified, information in this AIF is at the end of the Company's most recently completed year, being December 31, 2023.

Currency and Exchange Rates

In this AIF, unless otherwise specified or the context otherwise requires, all financial amounts are expressed in United States dollars ("\$" or "US\$"), which is the Company's financial reporting currency. References to "C\$" are to Canadian dollars; references to "TT\$" are to Trinidad and Tobago dollars; and references to "£" or "GBP" are to United Kingdom pounds sterling.

The following table sets forth, for each of the periods indicated, the high and low rates of United States dollars into Canadian dollars and United States dollars into Trinidad and Tobago dollars, the average of the exchange rates during each such period (being the average of the daily closing rates during the period) and the end of period rate. The US\$ to C\$ exchange rates presented below were derived from TSX InfoSuite and the US\$ to TT\$ exchange rates equal the average of the buying and selling rates as posted by the Trinidad and Tobago Central Bank. On March 19, 2024, the closing US\$:C\$ and US\$:TT\$ foreign exchange rates were 1.36 and 6.74, respectively.

Foreign exchange rate	Year ended December 31,		
	2023	2022	2021
Highest rate during the period			
US\$:C\$	1.39	1.39	1.29
US\$:TT\$	6.78	6.79	6.79
Lowest rate during the period			
US\$:C\$	1.31	1.25	1.20
US\$:TT\$	6.71	6.70	6.70
Average closing rate during the period			
US\$:C\$	1.35	1.30	1.25
US\$:TT\$	6.75	6.75	6.76
Rate at the end of the period			
US\$:C\$	1.32	1.36	1.26
US\$:TT\$	6.72	6.74	6.76

Advisories

References to Touchstone

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

Forward-Looking Statements

Certain information provided in this AIF, including documents incorporated by references herein, may constitute forward-looking statements and information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. In addition, Touchstone may make or approve certain statements or information in future filings with Canadian securities regulatory authorities, in news releases, or in oral or written presentation by representatives of Touchstone that are not statements of historical fact and may also constitute forward-looking statements. All statements and information, other than statements of historical fact, made by Touchstone that address activities, events, or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements.

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 "expect", "plan", "anticipate", "believe", "intend", "maintain", "continue to", "pursue", "design", "result in", "sustain", "estimate", "potential", "growth", "near-term", "long-term", "forecast", "contingent" and similar expressions, or are events or conditions that "will", "would", "may", "could" or "should" occur or be achieved. Readers are cautioned that the assumptions used in the preparation of such forward-looking statements, although considered reasonable at the time of

preparation, may prove to be imprecise, and as such, undue reliance should not be placed on forward-looking statements.

In particular, forward-looking statements contained in this AIF may include, but are not limited to, the Company's internal projections, estimates or expectations with respect to the following:

- business plans, operational strategies, priorities and development plans;
- financial condition and outlook and results of operations, including future liquidity and financial capacity and expectations of future growth, including expectations of future production levels and cash flows to be derived therefrom;
- the intended use of proceeds and expected timing of closing the Amended Loan Agreement (as defined herein) and expectations that the proceeds from the Amended Loan Agreement will fund the Company's initial 2024 budgeted capital program;
- future demand for the Company's petroleum and natural gas products and economic activity in general;
- general economic and political developments in Trinidad and globally;
- the performance characteristics of the Company's petroleum and natural gas properties including current and future crude oil and liquids and natural gas production levels and estimated field production levels;
- expectations regarding the ability of the Company to raise capital and to continually add to reserves through exploration, acquisitions and development;
- future capital expenditure programs, including the anticipated timing of completion, allocation and costs thereof and the method of funding;
- future development and exploration activities to be undertaken in various areas and timing thereof, including the fulfillment of minimum work obligations and exploration commitments;
- terms and estimated future expenditures of the Company's contractual commitments and their timing of settlement;
- terms and title of exploration and production licences and the expected formal extension or execution of certain contracts;
- expectations regarding the Company's ability to fulfill the contractual obligations required to retain its rights to explore, develop and exploit any of its properties;
- receipt of anticipated and future regulatory approvals;
- access to third-party facilities and infrastructure;
- expected levels of royalties, operating expenses, general and administration expenses, net finance expenses, current income tax expenses and other costs associated with the Company's business;
- treatment under current and future governmental regulatory regimes, environmental legislation, royalty regimes and tax laws enacted in the Company's areas of operations;
- current risk management strategies and the benefits to be derived therefrom, including the future use of commodity derivatives to manage commodity price risk;
- the foreign currency risk strategies of the Company and the benefits to be derived therefrom;
- credit risk assumptions and the Company's expectation to receive past due value added tax amounts from the Trinidad government;
- future liquidity and future sources of liquidity and the Company's expectation to settle all current and future financial liabilities in a timely manner;

- future compliance with the Company's Loan Agreement covenants and its ability to make future scheduled interest and principal payments;
- the potential of future acquisitions or dispositions and receiving regulatory approvals and closing currently proposed transactions, including estimated timing thereof;
- estimated amounts, timing and the anticipated sources of funding for the Company's decommissioning liabilities; and
- effect of business and environmental risks on the Company.

In addition, information and statements relating to reserves are by their nature forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described exist in the quantities predicted or estimated, and can be profitably produced in the future. The recovery and reserve estimates of Touchstone's reserves provided herein are estimates only, and there is no guarantee that the estimated reserves will be recovered. Consequently, actual results may differ materially from those anticipated in the forward-looking statements. Please refer to the "*Statement of Reserves Data and Other Oil and Gas Information*" section herein for further advisories regarding petroleum and natural gas reserves.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievement since such expectations are inherently subject to significant business, economic, operational, competitive, political and social uncertainties and contingencies, many of which are beyond the Company's control.

Many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, Touchstone. Forward-looking statements involve significant risks, assumptions, uncertainties and other factors that may cause actual future results or anticipated events to differ materially from those expressed or implied in any forward-looking statements or information and, accordingly, should not be read as guarantees of future performance or results. The forward-looking statements are subject to numerous risks and uncertainties discussed herein under the "*Risk Factors*" section, and other factors, many of which are beyond the control of the Company. Readers are cautioned that the list of factors is not exhaustive. Additional information on these and other factors that could affect the Company operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR+ website (www.sedarplus.ca).

Although the forward-looking statements contained in this AIF are based upon assumptions which Management believes to be reasonable, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. With respect to forward-looking statements contained in this AIF, the Company has made assumptions regarding, but not limited to: current and forecasted commodity prices; current royalty and income tax regimes; availability of skilled labour; timing and amount of capital expenditures; uninterrupted access to infrastructure; the price of and the Company's future ability to market its petroleum and natural gas products; the impact of increasing competition; conditions in general economic and financial markets; availability of drilling and related equipment; effects of regulation by governmental agencies; recoverability of reserves; future operating expenses; receipt of timely regulatory approvals; that the Company will have sufficient cash from operating activities, debt or equity sources or other financial resources required to fund its capital and operating expenditures and requirements as needed; that the Company's conduct and results of operations will be consistent with its expectations; that the Company will have the ability to develop its petroleum and natural gas properties in the manner currently contemplated; the current or, where applicable, proposed industry conditions, laws and regulations will continue in effect or as anticipated as described herein; that the estimates of the Company's reserves volumes and the assumptions related thereto (including commodity prices and development costs) are accurate in all material respects; that the Company will be able to obtain contract extensions or fulfill the contractual obligations required to retain its rights to explore, develop and exploit any of its undeveloped properties; and other matters.

Management has included the summary of assumptions and risks related to forward-looking statements

and other information in this AIF in order to provide Shareholders and investors with a more complete perspective on the Company's current and future operations, and such information may not be appropriate for other purposes. Actual results, performance or achievement could differ materially from that expressed in or implied by any forward-looking statements in this AIF, and accordingly, investors should not place undue reliance on any such forward-looking statements.

Any forward-looking statement is made only as of the date of this AIF, and Touchstone undertakes no obligation or intent to update or revise any forward-looking statement or statements to reflect information, events, results, circumstances or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including applicable securities laws. New factors emerge from time to time, and it is not possible for Touchstone to predict all of such factors or to assess in advance the impact of each such factor on Touchstone's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

All forward-looking statements and information contained in this AIF are expressly qualified by this cautionary statement.

Readers are further cautioned that the preparation of consolidated financial statements in accordance with IFRS requires Management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues, and expenses. These estimates may change, having either a positive or negative effect on comprehensive income (loss), as further information becomes available and as the economic environment changes.

Forward-looking statements and other information contained herein concerning the oil and natural gas industry in the countries in which the Company operates and the Company's general expectations concerning this industry are based on estimates prepared by Management using data from publicly available industry sources as well as from resource reports, market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any material misstatements regarding any industry data presented herein, the oil and natural gas industry involves numerous risks and uncertainties and is subject to change based on various factors.

Non-GAAP Financial Measures

This AIF or documents referred to in this AIF 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 financial 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. Below is a description of the non-GAAP financial measures, non-GAAP ratios and supplementary financial measures disclosed in this AIF.

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

Touchstone 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 and natural gas sales. The most directly comparable financial measure to operating netback disclosed in the Company's consolidated financial statements is petroleum and natural gas revenue net of royalties. Operating netback per boe is a non-GAAP ratio calculated by dividing the operating netback by total production volumes for the period. Presenting operating netback on a per boe basis allows Management to better analyze performance against prior periods on a comparable basis.

Capital expenditures

Capital expenditures is a non-GAAP financial measure that is calculated as the sum of exploration and evaluation asset expenditures and property, plant and equipment expenditures included in the Company's consolidated statements of cash flows and is most directly comparable to cash used in investing activities. Touchstone considers capital expenditures to be a useful measure of its investment in its existing asset base.

Supplementary Financial Measures

Realized commodity price per boe - is comprised of petroleum and natural gas sales as determined in accordance with IFRS, divided by the Company's total production volumes for the period.

Royalties per boe - is comprised of royalties as determined in accordance with IFRS, divided by the Company's total production volumes for the period.

Operating expenses per boe - is comprised of operating expenses as determined in accordance with IFRS, divided by the Company's total production volumes for the period.

For additional information regarding such measures, including reconciliations to the nearest GAAP measures, please refer to the "Advisories - Non-GAAP Financial Measures" section in our Management's discussion and analysis for the year ended December 31, 2023 accompanying our December 31, 2023 audited consolidated financial statements which are available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

Oil and Natural Gas Measures

To provide a single unit of production for analytical purposes, natural gas production has been converted mathematically to barrels of oil equivalent. We use the industry-accepted standard conversion of six thousand cubic feet of natural gas to one barrel of oil (6 Mcf = 1 bbl). The 6:1 boe ratio is based on an energy equivalent conversion method primarily applicable at the burner tip. It does not represent a value equivalency at the wellhead and is not based on either energy content or current prices. While the boe ratio is useful for comparative measures and observing trends, it does not accurately reflect individual product values and might be misleading, particularly if used in isolation. As well, given that the value ratio, based on the current price of crude oil to natural gas, is significantly different from the 6:1 energy equivalency ratio, using a 6:1 conversion ratio may be misleading as an indication of value.

Oil and Natural Gas Metrics

This AIF contains certain oil and gas metrics, including operating netback, which do not have standardized meanings or standard methods of calculation under NI 51-101 and therefore such measures may not be comparable to similar measures used by other companies and should not be used to make comparisons.

Operating netback may be presented on a total or per boe basis and is calculated by deducting royalties and operating expenses from petroleum and natural gas sales. Such metrics have been included herein to provide readers with additional measures to evaluate the Company's performance; however, 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 oil and gas metrics for its own performance measurements and to provide Shareholders with measures to compare the Company's operations over time. Readers are cautioned that the information provided by these metrics, or that can be derived from the metrics presented in this AIF, should not be relied upon for investment purposes.

Unless otherwise specified, all production volumes disclosed herein are sales volumes and are based on Company working interest before royalty burdens.

Product Type Disclosures

This AIF or documents referred to in this AIF make references to crude oil, NGLs, natural gas, total production and average daily production volumes. Under NI 51-101, disclosure of production volumes should include segmentation by product type as defined in the instrument. In this AIF, references to "crude oil" refer to "light crude oil and medium crude oil" and "heavy crude oil" combined product types; references to "NGLs" refer to condensate; and references to "natural gas" refers to the "conventional natural gas" product type, all as defined in the instrument. In addition, references to "crude oil and liquids" herein include crude oil and NGLs.

Disclosure of 2023 Company total and average production volumes by product type are included in the *Statement of Reserves Data and Other Oil and Gas Information - Other Oil and Gas Information* section herein. For reconciliations of other periods referenced herein, please refer to the *Advisories - Product Type Disclosures* section in our Management's discussion and analysis for the year ended December 31, 2023 accompanying our 2023 audited consolidated financial statements which are available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

TOUCHSTONE EXPLORATION INC.

Name, Address and Incorporation

1708589 Alberta Ltd. was incorporated on October 24, 2012 under the ABCA, for the purposes of participating in a reorganization, under which, among other things, the business of Petrobank Energy and Resources Ltd. was transitioned to the Company. Effective December 31, 2012, 1708589 Alberta Ltd. changed its name to Petrobank Energy and Resources Ltd.

On May 13, 2014, Touchstone (formerly Petrobank Energy and Resources Ltd.) and Touchstone Energy Inc. (formerly Touchstone Exploration Inc.) completed an arrangement in accordance with section 193 of the ABCA. Pursuant to the Touchstone Arrangement, Touchstone acquired all of the issued and outstanding common shares of Touchstone Energy. Shareholders of Touchstone Energy received 0.471 of a Petrobank Energy and Resources Ltd. common share for each Touchstone Energy common share held. Following the Touchstone Arrangement, the Company consolidated its shares on a two for one basis; Petrobank Energy and Resources Ltd. changed its name to Touchstone Exploration Inc.; and Touchstone Exploration Inc. changed its name to Touchstone Energy Inc.

Effective January 1, 2023, Touchstone Exploration Inc. and Touchstone Energy were amalgamated via short-form amalgamation pursuant to the ABCA, and the amalgamated corporation continued under the name of Touchstone Exploration Inc.

Our registered office is located at Suite 3700, 400 - 3rd Avenue SW, Calgary, Alberta, T2P 4H2, and our head office is located at Suite 4100, 350 - 7th Avenue SW, Calgary, Alberta, T2P 3N9.

Business of the Company

The Company, through its subsidiaries, is a petroleum and natural gas exploration and production company active in the Republic of Trinidad and Tobago. Touchstone is currently the largest independent onshore oil and natural gas producer in Trinidad, with assets in several reservoirs that have an extensive internally estimated inventory of petroleum and natural gas development and exploration opportunities. The Company's Common Shares are traded on the Toronto Stock Exchange and the AIM market of the London Stock Exchange under the symbol "TXP".

Our strategy is to leverage Canadian experience and capability to our Trinidad onshore properties to create shareholder value.

Intercorporate Relationships

As of the date of this AIF, the Company has five directly or indirectly wholly owned subsidiaries. Unless the context otherwise requires, references herein to "**Touchstone**" or the "**Company**" mean Touchstone Exploration Inc. or Touchstone Exploration Inc. and its direct and indirect subsidiaries on a consolidated basis, where the context requires.

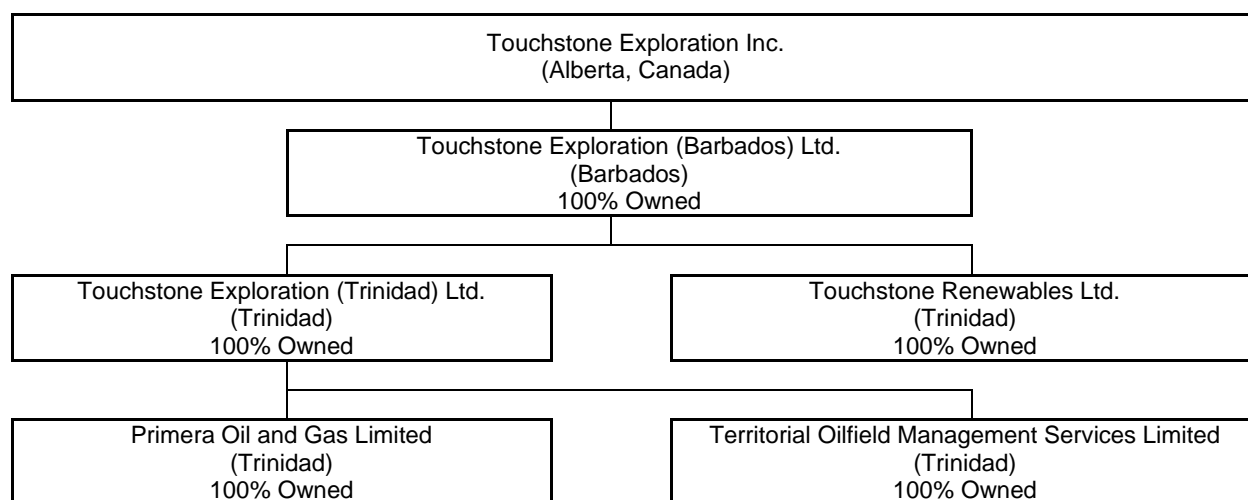
The following table sets forth, as of the date hereof, the name of each subsidiary, the jurisdiction of incorporation, the percentage of voting shares held, and business conducted by each subsidiary.

Name of subsidiary	Jurisdiction of incorporation	Ownership %	Business conducted
Touchstone Exploration (Barbados) Ltd.	Barbados	100	Holding company
Touchstone Exploration (Trinidad) Ltd.	Trinidad	100	Operating oil and gas company
Touchstone Renewables Ltd.	Trinidad	100	Holding company
Primera Oil and Gas Limited	Trinidad	100	Operating oil and gas company
Territorial Oilfield Management Services Limited	Trinidad	100	Operating oil and gas services company

Touchstone provides certain administrative, management and technical support services from Canada to its Trinidad subsidiaries pursuant to a service agreement with Touchstone Trinidad.

Corporate Structure

The following chart illustrates the organizational structure of the Company and its subsidiaries as at the date of this AIF.



Touchstone's organizational structure facilitates our business as a multi-jurisdictional company whose operations are located outside of Canada. We currently have three subsidiaries active in oil and natural gas operations in Trinidad. All of our subsidiaries are domiciled in countries where the legal system is based on the British common law system. Barbados also has a banking system and advisory services (legal and accounting) that are comparable to North America. Barbados and Trinidad each has a double taxation treaty with Canada. Trinidad and Barbados are members of the Caribbean Community and Common Market.

To help manage the risks of a multi-jurisdictional organizational structure, we employ knowledgeable people and engage advisors in each country where we operate to review the organizational and income tax structure as appropriate.

General Development of Our Business

The following is a description of the events that have influenced the general development of the business of Touchstone and its subsidiaries during the financial years ended December 31, 2021, 2022 and 2023. For a more detailed description of our business and operations, see the "*Description of Our Business and Operations*" section of this AIF.

Significant Acquisitions

We did not complete any significant acquisitions during any of the years ended December 31, 2021, 2022 or 2023.

On March 6, 2014, Touchstone (formerly Petrobank Energy and Resources Ltd.) entered into an arrangement agreement with Touchstone Energy (formerly Touchstone Exploration Inc.) that provided for the combination of Touchstone and Touchstone Energy. On May 13, 2014, Touchstone completed a court-approved statutory plan of arrangement under the ACBA providing for the acquisition of Touchstone Energy. Pursuant to the Touchstone Arrangement, Touchstone acquired all of the outstanding common shares of Touchstone Energy in exchange for the issuance of 65,519,212 pre-consolidation (32,759,606 post consolidation) Common Shares. Following the Touchstone Arrangement, the Company consolidated its shares on a two for one basis. Petrobank Energy and Resources Ltd. changed its name to Touchstone Exploration Inc., and Touchstone Exploration Inc. changed its name to Touchstone Energy Inc.

At the time of the Touchstone Arrangement, Touchstone had producing assets in Canada, and Touchstone Energy was engaged in the exploration, development and production of crude oil in Trinidad. The Company's stated strategy was to focus on accelerating the development of its crude oil resource base in Trinidad. In line with this strategic focus, the Company executed a staged withdrawal from its licence and production interests in Canada.

For additional information on the arrangement agreement, please refer to the full Touchstone Agreement and the related Form 51-102F4, copies of which have been filed under the Company's SEDAR+ profile (www.sedarplus.ca).

Touchstone's Activities in Canada

Subsequent to the Touchstone Arrangement, we focused on transitioning our Canadian operations from a research program using in-situ combustion technology to a true exploration and production operation capable of yielding positive economic returns. In line with this strategy, we divested the majority of our Canadian producing properties in 2015 and early 2016, thereby ceasing upstream oil and natural gas operations in Canada.

Touchstone's Activities in Trinidad

Subsequent to the Touchstone Arrangement, we have been actively engaged in the development and exploration of our onshore petroleum and natural gas properties in Trinidad.

Admission to AIM and Private Placements

On June 26, 2017, Touchstone Exploration Inc. completed an admission and listing on the AIM market of the London Stock Exchange. In conjunction with the AIM admission, we placed an additional 20,000,000 Common Shares at a price of 7.25 pence sterling (approximately C\$0.12) for net proceeds of \$0.6 million. Following our admission to AIM and concurrent private placement, the following private placements were completed:

- December 22, 2017 - net proceeds of \$3.6 million raised by issuing 25,784,285 Common Shares to United Kingdom investors at a price of 11.5 pence sterling (approximately C\$0.20) per Common Share;
- February 26, 2019 - net proceeds of \$4.5 million raised by placing 31,666,667 Common Shares to United Kingdom investors at a price of 12 pence sterling (approximately C\$0.21) per Common Share;
- February 26, 2020 - net proceeds of \$10.9 million raised by issuing 22,500,000 Common Shares to United Kingdom investors at a price of 40 pence sterling (approximately C\$0.69) per Common Share;
- November 12, 2020 - net proceeds of \$28.4 million raised by placing 24,291,866 Common Shares to United Kingdom and Canadian investors at a price of 95 pence sterling and C\$1.64 per Common Share; and
- December 13 and 14, 2022 - net aggregate proceeds of \$12.3 million raised by placing 19,924,400 Common Shares to United Kingdom and Canadian investors at a price of 54.5 pence and C\$0.90 per Common Share.

Three Year History

The following is a summary of significant events in the general development of our business during the last three financial years.

Developments in 2021

Operational and financial highlights for the year ended December 31, 2021 were as follows.

- Achieved average daily crude oil sales of 1,342 bbls/d (comprised of light and medium crude oil of 1,226 bbls/d and heavy crude oil of 116 bbls/d).
- Executed a \$20.1 million exploration program on our Ortoire block, primarily focused on drilling one gross (0.8 net) well, acquiring 22-line kilometres of 2D seismic and testing two exploration wells drilled in 2020.
- Development capital expenditures of \$7.8 million focused on exporting a third-party drilling rig to Trinidad, which was used to drill three development wells in the fourth quarter of 2021, representing the Company's first infill development drilling since 2019.
- Generated funds flow from operations of \$4.2 million and an annual operating netback of \$13 million or \$26.55 per barrel.
- Recognized net earnings of \$5.7 million (\$0.03 per basic and diluted share), driven by \$6.2 million in impairment reversals (net of tax) recognized in the year predominantly based on increased forecasted crude oil pricing.
- Entered into revised ten-year lease operating agreements with Heritage for our CO-1, CO-2, WD-4 and WD-8 blocks through December 31, 2030.

On December 21, 2021, Touchstone Trinidad and its lender entered into an amended and restated Loan Agreement providing for a \$10 million increase in the principal balance to \$30 million.

On March 25, 2021, we created the Health, Safety, Social and Environmental Committee ("**HSSE Committee**") of our Board to which the Board delegated its responsibility for: (a) oversight of climate-related and other sustainability-based risks and opportunities by reviewing, reporting and making recommendations to the Board on the development, implementation and monitoring of our policies, procedures, practices and strategies with respect to climate-related issues and sustainability; and (b) oversight of our business to assist us in conducting our business in a socially responsible, ethical and transparent measure that includes engagement, respect and support for the communities where we operate, among other related responsibilities.

On December 29, 2021, we published and posted to our website our inaugural 2020 sustainability report, which outlined our progress and initiatives on ESG practices.

In December 2021 the Company established a second Trinidad office in Rio Claro, primarily to serve our Ortoire field and administrative activities.

Developments in 2022

Operations and financial highlights for the year ended December 31, 2022 were as follows.

- Commissioned and delivered natural gas from the Coho facility on October 10, 2022, representing the first onshore natural gas field to come onstream in Trinidad in 20 years.
- Reported average daily crude oil production volumes of 1,340 bbls/d and average natural gas volumes of 241 boe/d, resulting in an aggregate corporate average of 1,581 boe/d.
- Executed a \$11.3 million capital program, primarily focused on completing the Coho natural gas facility and progressing construction of the Cascadura natural gas and liquids facility. Cascadura operations commenced in October 2022 following receipt of all required regulatory approvals.
- Generated funds flow from operations of \$3.5 million and an annual operating netback of \$19.3 million or \$33.42 per boe.
- Recognized a net loss of \$3.2 million (\$0.01 per basic share).
- Formally executed an extension of the exploration period of the Ortoire Licence to July 31, 2026, allowing us to continue exploration activities on acreage that have not been deemed commercial. The 1,317-acre Coho area and the 2,377-acre Cascadura area were previously approved for commercial development in February 2021 and March 2022, respectively.
- Touchstone had no lost time injuries in 2022 and proactively responded to the June 2022 vandalism incident that resulted in a crude oil spill, with all reclamation efforts completed in September 2022.

On July 11, 2022, Touchstone appointed Ms. Jenny Alfandary and Dr. Priya Marajh to our Board of Directors, together serving on the Board's HSSE Committee and respectively on the Audit Committee and the Compensation and Governance Committee. Ms. Alfandary's knowledge and background in innovation, technology, finance and security and Dr. Marajh's experience and insight in international business relations, diplomacy, local content requirement and social and economic policy development enhanced the Board's oversight in the Company's operations, governance and risk management practices. In conjunction with these appointments, Mr. Thomas Valentine retired from the Board and remained the Company's Corporate Secretary. Subsequently, the female representation on the Board increased from 12.5 percent to 33.3 percent, establishing our commitment to gender diversity and inclusion.

Touchstone completed Canadian and United Kingdom based private placements in December 2022 to provide funding for our Royston-1X exploration well drilled in February 2023 and for working capital purposes. In aggregate, net proceeds of \$12.3 million were raised by way of issuing 19,924,400 Common Shares at a price of C\$0.90 (54.5 pence sterling) per common share.

On December 28, 2022, we published our second sustainability report, comparing our ESG metrics in 2021 to those reported in 2020 and summarizing our developments, challenges and strategies since then.

Developments in 2023

Operations and financial highlights for the year ended December 31, 2023 were as follows.

- Commissioned and achieved first natural gas and associated liquids production from our Cascadura facility on September 6, 2023.
- Reported average daily crude oil and liquids production volumes of 1,382 bbls/d and average natural gas volumes of 2,599 boe/d, resulting in an aggregate corporate average of 3,981 boe/d.
- Executed an incident-free \$18.9 million capital program, primarily focused on completing the Cascadura natural gas facility and testing the Royston-1X exploration well.
- Generated funds flow from operations of \$13.7 million and an annual operating netback of \$26.2 million or \$18.04 per boe.
- Recognized a net loss of \$20.6 million (\$0.09 per basic share) driven by \$28.9 million in non-financial asset net impairment expenses (net of income tax) recognized in 2023, partially offset by strong production and funds flow from operations.
- Responsible operations remained a top priority throughout 2023, as Touchstone had no lost time injuries.

Touchstone achieved record annual production in 2023 and record quarterly production in the fourth quarter of 2023. The fourth quarter of 2023 represented the first full quarter of Cascadura production, which led to \$10.5 million in funds flow from operations generated in the quarter.

On May 11, 2023, the Board adopted an omnibus incentive compensation plan (the "**Omnibus Plan**"), which was approved by our Shareholders at our June 29, 2023 annual general and special meeting. The Omnibus Plan was adopted by the Board primarily to allow for a variety of equity-based awards that provide us with the ability to grant different types of incentives to our directors, officers, employees and consultants including stock options, restricted share units and performance share units.

On May 25, 2023, Touchstone Trinidad and its lender entered into a second amended and restated Loan Agreement which provided for a \$7 million revolving loan facility in addition to the existing \$30 million term facility. Aside from adding the revolving loan facility, the Loan Agreement did not alter any material terms of the prior Loan Agreement. The \$7 million revolving loan facility was fully drawn on June 1, 2023. As of December 31, 2023, the Company had \$28 million in aggregate principal bank debt outstanding consisting of the \$7 million revolving loan facility and term loan indebtedness of \$21 million.

The Company was awarded the Ciperu and Charuma blocks in the Trinidad and Tobago 2022 Onshore and Nearshore Competitive Bid Round. Touchstone and the MEEI have yet to execute formal licences with respect to these blocks.

On August 17, 2023, we released our third ESG Report, ("**2022 ESG Report**"), which provided stakeholders with insight into our ongoing environmental stewardship, community involvement and governance standards.

We expect no material changes to our current business in the 2024 financial year.

Recent Developments

Subsequent to December 31, 2023, the Company and its lender executed a binding term sheet providing for a \$13 million increase in borrowing capacity (the "**Amended Loan Agreement**"). Refer to the "*Description of Our Capital Structure - Bank debt*" section herein for further information.

Subsequent to December 31, 2023, Touchstone entered into an agreement with a third party to dispose of our interest in the CO-2 block. Please see the "Description of Our Business and Operations - Dispositions" section herein for further information.

Description of Our Business and Operations

As of the date of this AIF, Touchstone is primarily engaged in the exploration for and the acquisition, development and production of hydrocarbons in onshore reservoirs in Trinidad. Our business plan is to deliver long-term profitable growth to our Shareholders under varying business conditions. Our development plan is strategically balanced between maintaining base crude oil and natural gas production levels and proceeding with our Ortoire development and exploratory activities.

Principal Properties and Licences

We hold interests in producing and exploration properties in southern Trinidad and minimal undeveloped acreage in Saskatchewan, Canada. All properties are operated by Touchstone apart from the non-core Cory Moruga exploration block. A schedule of our Trinidad property interests as of December 31, 2023 is set forth below.

Property	Working interest (%)	Licence type	Gross acres	Net acres
<i>Developed</i>				
CO-1	100	Lease Operatorship	1,230	1,230
CO-2 ⁽¹⁾	100	Lease Operatorship	469	469
WD-4	100	Lease Operatorship	700	700
WD-8	100	Lease Operatorship	650	650
Barrackpore	100	Private	211	211
Fyzabad	100	State and private	564	564
Ortoire - Coho	80	State	1,317	1,054
Ortoire - Cascadura	80	State	2,377	1,902
San Francique ⁽²⁾	100	Private	1,277	1,277
	92		8,795	8,057
<i>Exploratory</i>				
Cory Moruga	16	State	7,443	1,206
Ortoire	80	State	41,037	32,830
	70		48,480	34,036
Total	73		57,275	42,093

Notes:

- (1) Subsequent to December 31, 2023, we entered into an agreement with a third party to sell our interest in the CO-2 block. Refer to the "Description of Our Business and Operations - Dispositions" section of this AIF for further details.
- (2) The San Francique field was classified as held for sale as at December 31, 2023, with an effective date upon closing. The parties are currently awaiting regulatory approvals to close the asset disposition.

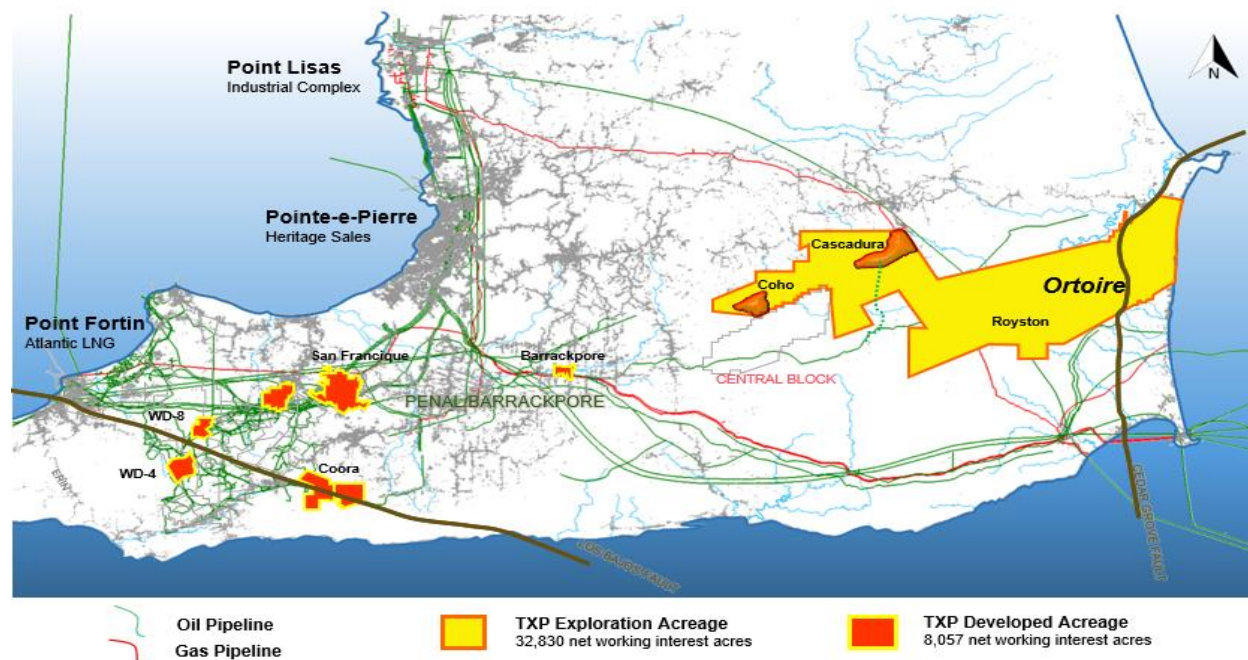
Canadian Operations

Our head office is located in Calgary, Alberta, Canada. All Canadian operations are conducted through our parent company, Touchstone Exploration Inc. Subsequent to the Touchstone Arrangement, the Company focused on divesting all Canadian petroleum assets. Touchstone has no evaluated petroleum and natural gas reserves associated with the Company's remaining Canadian assets, which represent 3,898 gross and net acres of undeveloped land in the Luseland area of Saskatchewan.

Trinidad Operations

Through our indirect wholly owned subsidiary Touchstone Trinidad, we are actively engaged in the development and exploration of our onshore oil and natural gas properties located in southern Trinidad. With interests in approximately 41,000 net working interest acres of core exploration and development

rights, Touchstone is one of the largest independent onshore petroleum and natural gas producers in Trinidad.



We operate Trinidad-based upstream petroleum and natural gas activities under state exploration and production licences with the MEEI, Lease Operatorship Agreements ("**LOAs**") with Heritage and private subsurface and surface leases with individual landowners. The LOAs contain marketing arrangements, whereas any oil sold from MEEI licences and private agreements are marketed under a separate crude oil sales agreement with Heritage. We executed a long-term natural gas sales agreement with NGC related to all natural gas sales from our Ortoire property in December 2020 and a liquids sales agreement for all crude oil and liquids volumes produced in the Ortoire block with Heritage in September 2023.

Core producing properties

CO-1 block (100 percent working interest)

The CO-1 block is a 1,230 net acre field administered by a Heritage LOA which was acquired in January 2011 by Touchstone Energy. The property produced from 55 of 147 wells (net) in 2023. The block produces crude oil out of the Forest and Cruse Formations at average well depths of approximately 4,800 feet. Eight net wells have been drilled by the Company on the block to date and annual 2023 light and medium crude oil sales averaged 344 bbls/d (2022 - 379 bbls/d).

WD-4 block (100 percent working interest)

Our WD-4 property is governed by a Heritage LOA that was acquired in November 2012. The block is a 700 net acre area and had 27 producing wells and 33 non-producing wells (net) as of December 31, 2023. The wells produce from both the Forest and Cruse Formations at average well depths of 6,800 feet. We have drilled nine net wells since acquiring the property. The block produced an average of 430 bbls/d of light and medium crude oil in 2023 (2022 - 542 bbls/d).

WD-8 block (100 percent working interest)

The WD-8 field is a mature property that covers 650 net acres and is administered by a Heritage LOA. During 2023, the field produced from 70 of 112 wells (net) from both the Forest and Cruse Formations at

average well depths of 3,500 feet. Since the block was acquired by Touchstone in July 2010, 25 net wells have been drilled as of December 31, 2023, with annual 2023 average light and medium crude oil production of 229 bbls/d (2022 - 234 bbls/d).

The following table sets forth information relating to our properties governed by LOAs as of December 31, 2023.

Field	Current licence expiry ⁽¹⁾	Carrying value ⁽²⁾ (\$000's)	Gross 1P reserves ⁽³⁾ (Mbbbls)	Gross 2P reserves ⁽³⁾ (Mbbbls)	Minimum work commitments ⁽⁴⁾ (\$000's)
CO-1	December 31, 2030	26,593	1,926	3,341	7,514
CO-2 ⁽⁵⁾	December 31, 2030	1,516	507	579	7,558
WD-4	December 31, 2030	16,823	2,784	5,102	4,765
WD-8	December 31, 2030	14,936	2,489	4,776	4,824
Total		59,868	7,706	13,798	24,661

Notes:

- (1) The LOAs may be extended for a further five-year term pending mutual agreement to minimum work commitments over the extended period.
- (2) Represents the field's estimated carrying value included in property, plant and equipment ("PP&E") as at December 31, 2023 including allocated overhead charges. The CO-1 and CO-2 fields fall under one cash-generating unit, and the \$28.1 million gross carrying value has been allocated to each field based on Management's best estimate.
- (3) December 31, 2023 assigned gross light and medium crude oil reserves are the Company's working interest share before deduction of royalties. Refer to the "Statement of Reserves Data and Other Oil and Gas Information" section herein for further details and applicable reserves advisories.
- (4) Includes future estimates of minimum work obligations stipulated in the LOA as of December 31, 2023. Refer to the "Description of our Business and Operations - Summary of Commitments" section herein for further details.
- (5) Subsequent to December 31, 2023, the Company entered into an agreement with a third party to sell our interest in the CO-2 block. Refer to the "Description of Our Business and Operations - Dispositions" section of this AIF for further details.

Coho area of the Ortoire block (80 percent working interest)

The Coho area represents a gross 1,317-acre area governed under the Ortoire Licence where Touchstone has an 80 percent operated working interest. Based on the Coho-1 well drilled in the third quarter of 2019, we received a declaration of commerciality from the MEEI in February 2021.

Throughout 2022, we constructed the Coho natural gas sales facility and pipeline to produce volumes from the Coho-1 well drilled in the third quarter of 2019. Production volumes are transported via a pipeline to a third-party natural gas facility. Upon facility commissioning and initial production in October 2022, Touchstone sold the tie-in pipeline to NGC.

Our Coho-1 well produced a net average of 4.0 MMcf/d (672 boe/d) in 2023 compared to net average volumes of 1.4 MMcf/d (241 boe/d) in 2022, as natural gas production from the well commenced on October 10, 2022.

The following table sets forth information relating to the Coho field as of December 31, 2023.

Field	Current licence expiry	Carrying value ⁽¹⁾ (\$000's)	Gross 1P reserves ⁽²⁾ (Mboe)	Gross 2P reserves ⁽²⁾ (Mboe)	Minimum work commitments ⁽³⁾ (\$000's)
Coho	October 31, 2039	6,652	711	2,963	50

Notes:

- (1) Represents the field's carrying value included in PP&E as at December 31, 2023 including allocated overhead charges.
- (2) December 31, 2023 assigned gross conventional natural gas reserves are the Company's working interest share before deduction of royalties. Refer to the "Statement of Reserves Data and Other Oil and Gas Information" section herein for further details and applicable reserves advisories.
- (3) Includes future estimates of Ortoire Licence financial obligations related to the Coho area as of December 31, 2023. Refer to the "Description of our Business and Operations - Summary of Commitments" section herein for further details.

Cascadura area of the Ortoire block (80 percent working interest)

Throughout late 2022 and 2023, Touchstone constructed the Cascadura natural gas facility on our Cascadura A location. The facility currently processes and separates natural gas and associated liquids production from our Cascadura-1ST1 and Cascadura Deep-1 wells and is tied into an NGC pipeline.

Produced NGL volumes are currently trucked and sold to Heritage at our Barrackpore liquids sales battery. The facility sustains its own power requirements through onsite solar systems and natural gas generators and is entirely independent of the Trinidad power grid. The facility currently has a maximum gross capacity of approximately 90 MMcf/d of natural gas and 2,250 bbls/d of associated liquids (17,250 boe/d).

The facility safely delivered first natural gas on September 6, 2023, with annual net production from the two wells averaging 11.6 MMcf/d (1,927 boe/d) and 201 bbls/d of NGLs during 2023 despite only four months of production.

Touchstone has regulatory approvals to drill up to eight wells on two well pads (Cascadura B and C), including the establishment of associated pipelines and infrastructure within the area. In 2023, the Company constructed the Cascadura C location, which is approximately 1.5 kilometres from the facility. Drilling operations on the Cascadura C location and preparations to expand the facility to a gross capacity of 140 MMcf/d commenced subsequent to December 31, 2023.

The following table sets forth information relating to the Cascadura field as of December 31, 2023.

Field	Current licence expiry	Carrying value ⁽¹⁾ (\$000's)	Gross 1P reserves ⁽²⁾ (Mboe)	Gross 2P reserves ⁽²⁾ (Mboe)	Minimum work commitments ⁽³⁾ (\$000's)
Cascadura	October 31, 2039	30,315	24,214	47,507	92

Notes:

- (1) Represents the field's carrying value included in PP&E as at December 31, 2023 including allocated overhead charges.
- (2) December 31, 2023 assigned gross conventional natural gas and natural gas liquids reserves are the Company's working interest share before deduction of royalties. Refer to the "Statement of Reserves Data and Other Oil and Gas Information" section herein for further details and applicable reserves advisories.
- (3) Includes future estimates of Ortoire Licence financial obligations related to the Cascadura area as of December 31, 2023. Refer to the "Description of our Business and Operations - Summary of Commitments" section herein for further details.

Exploration properties

We have interests in two exploration blocks governed under exploration and production licences with the MEEI. Touchstone has a non-operating 16.2 percent interest in the Cory Moruga exploration block which is considered non-core. The Company's core exploration focus is the Ortoire exploration block.

Ortoire (80 percent working interest)

Effective October 31, 2014, POGL entered into an 80 percent operating working interest in the Ortoire Licence with the MEEI and Heritage, with Heritage holding the remaining 20 percent working interest. The property is located approximately ten kilometres east of Touchstone's main Trinidad office in Fyzabad and covers approximately 44,731 gross acres (35,785 net). The Ortoire Licence was originally effective for an initial term of six years, under which any approved commercial discovery can be extended for a further 19 years.

In November 2022, all parties formally executed an extension of the exploration period of the Ortoire Licence to July 31, 2026, allowing us to continue exploration activities on acreage that have not been deemed commercial. The 1,317-acre Coho area and the 2,377-acre Cascadura area were previously approved for commercial development in February 2021 and March 2022, respectively.

Pursuant to the amended Ortoire Licence, we are required to drill three additional exploration wells to minimum depths of 6,000 true vertical feet prior to the end of the amended term, with one commitment well (Royston-1X) drilled in February 2023. Similar to the initial minimum work program, we are responsible for 100 percent of the drilling, completion and testing costs for the additional wells. Each party to the Ortoire Licence remains responsible for its working interest costs associated with the development of commercial fields, including expenditures relating to facilities construction and development well drilling.

Chinook area

The Chinook-1 exploration well was drilled in the second half of 2020. The well was drilled on the crest of the structure, encountering three distinct thrust sheets all with Herrera Formation sands. All three sheets were tested and yielded sub-commercial volumes of light crude oil. Based on seismic data, the structure appears to climb significantly to the northeast towards the Kokanee structure, where the sheets can be further evaluated with an exploration well from the former BW-9 wellsite approximately 1.3 kilometres from the Chinook-1 well.

Royston area

The Royston-1 exploration well was drilled in the third quarter of 2021 to a total depth of 10,700 feet and identified over 1,000 feet of Herrera section in the overthrust and intermediate sheets, encountering light, sweet crude oil in both sheets. Mechanical challenges prevented meaningful production from the well, with 4,274 net barrels produced in 2022.

We completed our 2D seismic program work commitment in the Royston area in the third quarter of 2021. Four northwest to southeast oriented lines were acquired totalling 22 kilometres in length. Seismic products have been interpreted at both the mid-Miocene and Cretaceous intervals, producing higher resolution structural maps with a greater degree of confidence over the Royston, Steelhead and Bass structures at mid-Miocene, and over the Kraken prospect at the Cretaceous level.

In February 2023, we drilled the Royston-1X exploration well, which was a sidetrack from the original Royston-1 well. Royston-1X kicked off from the Royston-1 wellbore at a depth of approximately 7,150 feet and reached a total measured depth of 11,316 feet. Subsequent to five production tests, the well was deemed uneconomic to produce.

The following table sets forth information relating to the Royston area as of December 31, 2023.

Field	Current licence expiry	Carrying value ⁽¹⁾ (\$000's)	Gross 1P reserves ⁽²⁾ (Mbbls)	Gross 2P reserves ⁽²⁾ (Mbbls)	Minimum work commitments ⁽³⁾ (\$000's)
Royston	July 31, 2026 ⁽³⁾	5,030	640	2,560	-

Notes:

- (1) Represents the field's carrying value included in E&E assets as at December 31, 2023 including allocated overhead charges.
- (2) December 31, 2023 assigned gross light and medium crude oil reserves are the Company's working interest share before deduction of royalties. Refer to the "Statement of Reserves Data and Other Oil and Gas Information" section herein for further details and applicable reserves advisories.
- (3) The Company has not submitted a field development plan to the MEEI for the Royston area and therefore no reservoir area or future work commitments have been defined.

Operating Agreements

MEEI exploration and production licences

The Company is party to exploration and production licences with the MEEI for our Fyzabad producing property and our Cory Moruga and Ortoire exploration fields. The licences typically are for an initial six-year term, with the option to extend certain acreage a further 19 years upon an approved commercial discovery. Our Fyzabad exploration and production licence contains no minimum work obligations and expires in August 2032. In addition to our core Ortoire Licence disclosed herein, we hold a non-operating 16.2 percent interest in the Cory Moruga exploration block which is considered non-core.

Lease operatorship agreements

Under our four LOAs (CO-1, CO-2, WD-4 and WD-8), we are subject to annual minimum production levels and minimum work commitments through 2030 specified under each LOA. Failing to reach either the annual minimum production levels or complete the annual minimum work obligations does not constitute a breach provided the minimal production levels have been attained or the minimum work obligations have been

completed, as the case may be. The LOAs contain an aggregate minimum of 20 new infill wells and 40 well recompletions to be completed over the ten-year licence periods (refer to the "*Description of Our Business and Operations - Summary of Commitments*" section herein for further information). The LOAs contain marketing arrangements for crude oil production. Under the LOAs, periodic crude oil sales are invoiced monthly based on Heritage's monthly average equity land blend indexed price and are payable in TT\$ net of royalties and fees.

Private lease agreements

Touchstone may also negotiate private surface and subsurface lease arrangements with individual landowners. Lease terms are typically 35 years in duration and contain no minimum work obligations. The Company is operating under a number of Trinidad private lease agreements which have expired and are currently being renewed. Based on legal opinions received, Touchstone is continuing to recognize petroleum sales on the producing properties because the Company is the operator, is paying all associated royalties and taxes, and no title to the producing properties has been disputed. The continuation of production from expired private leases during the renegotiation process is common in Trinidad based on antiquated land title processes. During the year ended December 31, 2023, production volumes produced under expired private lease agreements represented 1.3 percent of our total production (2022 - 3.8 percent).

Crude oil liquids and marketing agreements

On January 14, 1974, Premier Consolidated Oilfields Limited, the Company's predecessor in interest, and Texaco Trinidad Inc., Heritage's predecessor, entered into a Crude Oil Purchase Agreement whereby Texaco Trinidad Inc. committed to purchase crude oil produced by POGL from all producing properties operating under MEEI licences and private lease agreements. The agreement was novated to Heritage on December 1, 2018. The agreement, as amended from time to time, has continued to have an indefinite term and may be terminated by either party upon three months' notice. Crude oil sales are invoiced monthly based on Heritage's monthly average equity land blend indexed price and are payable in US\$.

On September 1, 2023, POGL and Heritage entered into a liquids sales agreement for all crude oil and liquids produced in the Ortoire block. Sales occur periodically and are invoiced on a monthly basis. The agreement has an initial one-year term and is automatically renewed for successive one-year periods. Crude oil and liquids sales are invoiced monthly based on Heritage's monthly average equity land blend indexed price and are payable in US\$.

Natural gas sales contract

On December 18, 2020, POGL, Heritage and NGC executed a natural gas sales agreement for production from our Ortoire block. Natural gas sales are based on a fixed US\$ price per MMBtu, with an annual 2 percent inflation escalator. The parties may renegotiate the natural gas sales price on each fifth anniversary of the initial October 10, 2022 production date. POGL shall deliver natural gas production at the edge of the specific well site battery, with title, risk of loss and other customary matters dealt with at the delivery point, thereby eliminating transportation and processing charges. Payment terms are industry standard and are paid in US\$ on a monthly basis.

Property Dispositions

We evaluate potential dispositions of our oil and natural gas assets as part of our ongoing asset portfolio management program.

In 2021 we executed sale and purchase agreements with a third party to dispose our non-core New Dome, Palo Seco and South Palo Seco properties. The transactions were effective December 31, 2021, and we closed the New Dome and South Palo Seco dispositions on April 30, 2022, and the Palo Seco property disposition on May 31, 2023.

In January 2023, we entered into an Asset Exchange Agreement for the exchange of certain onshore Trinidad assets with a privately held Trinidadian entity for no cash consideration. Pursuant to the agreement, Touchstone agreed to swap its operated 100 percent working interests in the Fyzabad, San Francique and Barrackpore producing blocks for the counterparty's working interest in the Rio Claro, Balata East and Balata East Deep Horizons blocks for no cash consideration with the asset exchange becoming effective upon closing.

Given regulatory delays, the parties executed a Supplemental Agreement to the Asset Exchange Agreement in October 2023, which amended the asset swap into two asset exchanges. The amended arrangement contemplates an initial exchange of our 100 percent working interest in the privately leased San Francique field to the counterparty's 100 percent working interests in the Balata East and Balata East Deep Horizons blocks. All applications have been submitted and the parties are awaiting final regulatory approvals. The parties expect to commence regulatory applications relating to the second asset exchange upon closing of the initial exchange.

Subsequent to December 31, 2023, we entered into an agreement with a third party to dispose of our interest in the CO-2 block. Touchstone considers the property to be non-core due to limited economics, operating expenses that were higher than our corporate average and extensive work obligations required through the licence term. The property generated estimated operating netbacks of approximately \$293,000 and contributed average crude oil sales of 56 bbls/d during the year ended December 31, 2023 (2022 - \$172,000 and 37 bbls/d, respectively).

Summary of Commitments

We have contractual obligations in the normal course of business which include minimum work obligations under various operating agreements with Heritage, exploration commitments under our Cory Moruga and Ortoire block exploration and production licences with the MEEI, and various lease commitments. The following table outlines our estimated minimum contractual payments as at December 31, 2023.

(\$000's)	Total	Estimated payments due by year			
		2024	2025	2026	Thereafter
Operating agreement commitments					
CO-1 block	7,514	4,251	1,484	55	1,724
CO-2 block	7,558	4,327	1,479	50	1,702
WD-4 block	4,765	1,442	1,476	48	1,799
WD-8 block	4,824	1,439	1,472	44	1,869
Fyzabad block	683	79	80	82	442
Coho area of Ortoire block	50	6	5	2	37
Cascadura area of Ortoire block	92	11	10	4	67
Cory Moruga exploration block	1,099	105	110	116	768
Ortoire exploration block	11,794	5,194	168	5,284	1,148
Office and equipment leases	686	190	208	196	92
Minimum payments	39,065	17,044	6,492	5,881	9,648

Under the terms of our Heritage operating agreements, we are obligated to fulfill minimum work commitments on an annual basis over the specific licence term. With respect to these obligations, we are required to drill eight development wells and perform four heavy workover commitments in 2024. Subsequent to December 31, 2023, the Company entered into an agreement to dispose of our interest in the CO-2 property to a third-party, which upon closing will reduce the Company's estimated minimum payments and decrease its 2024 obligations by three wells and three heavy workovers.

As at December 31, 2023, we are obligated under the Ortoire Licence to drill two exploration wells prior to the end of the July 31, 2026 licence term.

Our Cory Moruga work commitment disclosed herein represents financial obligations related to our non-core 16.2 percent working interest in the field.

Decommissioning Liabilities and Abandonment Fund

Environmental stewardship is a core value at Touchstone, and abandonment and reclamation activities are made in a prudent, responsible manner with the oversight of the Board and in accordance with local regulations. Our decommissioning and reclamation liabilities relate to future site restoration and well abandonment costs including the costs of production equipment removal and land reclamation based on current environmental regulations.

Pursuant to production and exploration licences with the MEEI, we are obligated to remit \$0.25 per boe sold into an escrow account in the name of the MEEI. The payments are used as a contingency fund for remediation of pollution arising from petroleum operations carried out under the relevant licence and the eventual abandonment of wells and decommissioning of facilities used for operations conducted under the relevant licence. The MEEI shall return the funds in the escrow account once all obligations in respect of environmental remediation are fulfilled to the satisfaction of the MEEI.

With respect to decommissioning liabilities associated with our LOAs with Heritage, we are obligated for our proportional cost of all abandonments defined as our percentage of crude oil sold in a well in comparison to the well's cumulative historical production. Touchstone is not responsible for the decommissioning of existing infrastructure and sales facilities. We are required to remit \$0.25 per barrel sold to Heritage into a joint well abandonment fund. These funds are used solely for well decommissioning. Any costs of wells that are abandoned during the relevant licence term are credited against any future contributions of the well abandonment fund. Upon expiration of the relevant agreement, Heritage shall calculate our total abandonment liability. If our liability exceeds the well abandonment fund, we are obligated to pay the difference. Conversely, if the proceeds of the fund exceed the liability, the surplus shall be returned to Touchstone.

Pursuant to our Heritage LOAs, we fund Heritage's \$0.25 per barrel obligation with respect to Heritage's head licence commitments with the MEEI. As the Company cannot access the contributions for our future well abandonments, the payments are included in operating expenses as incurred. Additionally, we are further obligated to remit \$0.03 per barrel to Heritage into a general abandonment fund. The non-refundable proceeds are used as a contingency fund for the decommissioning and removal of infrastructure and facilities within a field and are expensed to operating expenses as incurred.

We are responsible for all site restoration, well abandonment costs and removal of infrastructure and facilities used in petroleum operations conducted on our private production and exploration agreements.

Based on December 31, 2023 estimates and excluding salvage value, the total anticipated Trinidad undiscounted future cost of abandonment and reclamation to be incurred over the life of the reserves was approximately \$12.4 million (\$14.9 million on an inflation adjusted basis). For consolidated financial statement purposes, as of December 31, 2023, the Company calculated inflation adjusted discounted Trinidad decommissioning liabilities to be \$9.7 million. The decommissioning obligation was estimated based on the Company's net ownership in all wells and applicable facilities and included assumptions in respect of actual costs to abandon wells or reclaim a property, the time frame in which such costs will be incurred, historical well production and annual inflation factors. Further information regarding decommissioning liabilities for the years ended December 31, 2023 and 2022 are included in Note 14 "*Decommissioning Liabilities and Abandonment Fund*" to our audited consolidated financial statements for the year ended December 31, 2023, which is available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca). See the "*Risk Factors*" section in this AIF.

Specialized Skill and Knowledge

Operations in the oil and natural gas industry mean that Touchstone requires professionals with skills and knowledge in diverse fields of expertise. In the course of our exploration, development and production of hydrocarbons, we utilize the expertise of geophysicists, geologists, petroleum engineers and other local and international advisors. We may face challenges in attracting and retaining employees, consultants and advisors to meet these needs. See the "*Risk Factors*" section in this AIF for further information.

Competitive Conditions

There is considerable competition in the worldwide oil and natural gas industry, including in Trinidad and Canada where our assets, activities, and employees are located. Operators more established than us, with access to broader technical skills, larger amounts of capital and other resources, are active in the industry in Trinidad and Canada. This represents a significant risk for the Company, which must rely on modest resources as compared to some of its competitors. We strive to be competitive by maintaining financial flexibility and by utilizing current technologies to enhance optimization, development and operational activities. See the "*Risk Factors*" section herein for further information.

Cyclical Nature of our Business

Our operational results and financial condition are dependent on the prices received for our crude oil, NGL and natural gas production. We are a party to a long-term fixed price natural gas contract for our Ortoire natural gas production. However, movements in crude oil and liquids pricing could affect our cash from operating activities, the value of our development properties, the level of capital expenditures and our ability to meet financial obligations as they come due.

Crude oil prices have fluctuated widely in recent years due to global and regional factors including supply and demand fundamentals, ongoing geopolitical factors, inventory levels, weather, and economic factors. Further, our realized crude oil and liquids prices are based on quality differentials and international marketing arrangements and therefore are attributed to factors that are beyond our control. Any decline in crude oil prices could have an adverse effect on our financial condition.

Our long-term fixed price natural gas sales agreement with NGC contains options for price negotiations on each fifth anniversary of our initial October 2022 production date. The price of natural gas in Trinidad is predominately based on domestic supply and demand, with demand largely from domestic power generation and petrochemical facilities. There can be no guarantee that we may be able to negotiate future price increases for natural gas, and a material decline in natural gas sales prices will result in a reduction of the Company's cash from operating activities and financial position.

Touchstone does not currently hedge our commodity price given that over 50 percent of our forecasted petroleum and natural gas sales is expected to be derived from natural gas production governed by the fixed price contract through October 2027. The Company will continue to monitor forward commodity prices and may enter future commodity-based risk management contracts to reduce the volatility of crude oil and liquids sales and protect future development and exploration capital programs. Additionally, we continually review our capital program and implement initiatives to adapt to such price changes. See the "*Risk Factors*" section in this AIF for further information.

Risks of Foreign Operations

All of our petroleum and natural gas operations occur outside of Canada and therefore are subject to political and regulatory risks in those jurisdictions. To date we have concentrated all of our activities and resources to Trinidad, and we expect our short-term acquisition strategy to be confined to acquisition and consolidation opportunities within Trinidad. However, the Board is constantly reviewing opportunities in international jurisdictions and may, in its discretion, approve asset or corporate acquisitions or investments outside of Trinidad that are deemed in our best interest. All of our current petroleum and natural gas operations are therefore subject to political and regulatory risk in foreign jurisdictions. In addition, we have implemented an Anti-Bribery and Anti-Corruption Policy in accordance with Canadian, United Kingdom, and Trinidadian law. See the "*Risk Factors*" section herein for further information.

Trinidad Economic Dependence

We hold the majority of our petroleum and natural gas interests indirectly through government-issued exploration and production licences with the MEEI and LOA sub licence contracts with Heritage. These licences and agreements permit the Company's subsidiaries to retain cash flows from the operation of the

assets but do not entitle the Company or its subsidiaries to ownership of any reserves. These licences and agreements contain significant obligations on the part of the Company's subsidiaries which, upon a continuing default, may give rise to the termination of our indirect interest therein. There are no assurances that all of these commitments will be fulfilled within the time frames allowed. As such, we may lose certain exploration and production rights on the blocks affected and may be subject to certain financial penalties that would be levied by the MEEI or Heritage, as applicable. In certain circumstances, these licences or agreements may be terminated at the MEEI's or Heritage's discretion and are subject to a defined term with no certainty as to any renewal.

The Company's subsidiaries sell all of their current crude oil and liquids produced from operating blocks to Heritage, and the majority of our production is paid the market value thereof net of state royalties, overriding royalties, abandonment fund payments, reimbursements and charges as well as defined contributions under the applicable head licence. All crude oil and liquids production is required to be sold to Heritage based on global export prices for similar crude blends adjusted for quality differentials in accordance with regularly established practices. We are further exposed to sole purchaser risk as NGC is the sole purchaser of natural gas production on our Ortoire block.

Our ability to market our petroleum and natural gas production depends upon numerous factors beyond our control, including: the availability of pipeline capacity; the supply of and demand for petroleum and natural gas; the availability of alternative fuel sources; Heritage's and NGC's future financial viability and ability to remain a going concern; and the effects of weather conditions. Deliverability uncertainties relate to third-party processing and storage facilities, operational problems affecting pipelines and facilities as well as government regulation relating to prices, taxes, royalties, land tenure, allowable production, the export of crude oil and liquids and domestic demand for natural gas. Because of these factors, we could be unable to market all of the crude oil and liquids and natural gas we produce, and we may be unable to obtain competitive prices for the crude oil and liquids and natural gas we produce. See the "Risk Factors" section in this AIF for further information.

Renegotiation or Termination of Contracts

As at the date of this AIF, we do not anticipate that any aspect of our business will be materially affected in the remainder of 2024 by the renegotiation or termination of contracts or subcontracts.

Human Resources

As of December 31, 2023, we employed 86 full-time-equivalent employees in Trinidad and 16 full-time-equivalent employees at our Canadian head office (2022 - 81 and 17, respectively). Additional engineering, geological, drilling and administrative consultants are engaged on an as-needed, contract basis to provide technical services. The level of staffing will vary based on our future operational and administrative demands.

Bankruptcy and Similar Procedures

There have been no bankruptcy, receivership or similar proceedings against the Company or any of its subsidiaries; or any voluntary bankruptcy, receivership or similar proceedings by the Company or any of its subsidiaries within the three most recently completed financial years or during or proposed for the current financial year.

Reorganizations

There have been no material reorganizations of the Company or any of its subsidiaries within the three most recently completed financial years or during or proposed for the current financial year. See the "General Development of our Business - Significant Acquisitions" section herein for further details regarding the 2014 Touchstone Arrangement.

Ongoing Acquisition and Disposition Activities

Potential acquisitions

We evaluate potential acquisitions of all types of oil and natural gas and other energy-related assets as part of our ongoing asset portfolio management program. We may be in the process of evaluating several potential acquisitions at any one time which individually or together could be material, and it is in the normal course of our business to routinely consider offers on properties or acquisitions that fit within our business objectives. Further, we may also examine opportunities in other international jurisdictions. See the "*Risk Factors*" section in this AIF for further information.

Potential dispositions

We evaluate potential dispositions of our oil and natural gas assets as part of our ongoing asset portfolio management program. In addition, we evaluate potential farm-out opportunities with other industry participants in respect of our oil and natural gas assets in circumstances where we believe it is prudent to do so based on, among other things, our capital program, development plan timelines, current liquidity and the risk profile of such assets. We may be in the process of evaluating several potential dispositions of our assets and farm-out opportunities at any one time, which individually or together could be material.

Environmental Polices and Sustainability

We are committed to managing and operating in a safe, efficient, environmentally responsible manner in association with our partners and are committed to continually improving our ESG and safety performance while having a positive influence on the communities impacted by our operations. To fulfill this commitment, our operating procedures are consistent with the requirements established for the Trinidad oil and natural gas industry. These practices and procedures apply to our employees, and we monitor all activities and make reasonable efforts to ensure that companies that provide services to us will operate in a manner consistent with our operating policies.

We operate under the jurisdiction of a number of regulatory bodies and agencies in Trinidad that set forth numerous prohibitions and requirements with respect to planning and approval processes related to land use, sustainable resource management, water management, waste management, responsibility for the release of hazardous materials, protection of wildlife and the environment, and the health and safety of workers. Legislation provides for restrictions and prohibitions on the transport of dangerous goods and the release or emission of various substances, including substances used and produced in association with certain oil and natural gas industry operations. The legislation addresses various permits, including for drilling, well completion, installation of pipelines and surface equipment, air monitoring, surface and ground water monitoring in connection with these activities, waste management and access to remote or environmentally sensitive areas. In addition, certain types of operations that require Certificates of Environmental Clearance ("**CEC**") from the Trinidad Environmental Management Authority ("**EMA**") may also require the submission and approval of environmental impact assessments. See the "*Industry Conditions - Environmental Regulations*" section in this AIF for further information.

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. Touchstone Trinidad has a health, safety and environment ("**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 petroleum and natural gas production. Our main environmental strategies include the preparation of comprehensive environmental impact assessments and creating 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 a 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 believe that we meet all existing environmental standards and regulations and include sufficient amounts in our operating and capital expenditure budget to continue to meet current environmental protection requirements. These requirements apply to all operators in the Trinidad oil and natural gas industry; therefore, it is not anticipated that our competitive position within the domestic industry will be adversely affected by changes in applicable legislation. We have internal procedures designed to ensure that detailed due diligence is conducted to assess environmental liabilities and regulatory compliance are completed prior to proceeding with new acquisitions and developments. However, the oil and natural gas industry may in the future become subject to more stringent environmental protection rules. This could increase the cost of doing business and may have a negative impact on our cash flows and financial position in the future. See the "Risk Factors" section in this AIF for further information.

Environmental regulations and the procurement of the necessary approvals have resulted in past capital project delays, which we forecasted to have a significant financial effect on the Company's historical comprehensive income (loss). In April 2021 we submitted a CEC for development activities in the Cascadura area of the Ortoire Licence from the EMA. The CEC was granted later than anticipated in August 2022 which delayed the construction of the natural gas facility and forecasted production and cash flows therefrom. Touchstone is committed to meeting its responsibilities to protect the environment wherever it operates and will take such steps as required to ensure compliance with environmental legislation and will not prioritize financial results over the environment.

We expect to incur abandonment and site reclamation costs as existing petroleum and natural gas properties are abandoned and reclaimed (refer to the "Description of Our Business and Operations - Decommissioning Liabilities and Abandonment Fund" section herein). In 2023, expenditures for normal compliance with environmental regulations were not material.

Management is responsible for reviewing the Company's internal control systems in the areas of HSE and strategies and policies regarding HSE, including the Company's emergency response plan. Management reports to the HSSE Committee and the 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) on emerging trends, issues and regulations related to HSE that are relevant to the Company; (iii) the findings of any significant report by regulatory agencies, external HSE consultants or auditors concerning performance in HSE; (iv) any necessary corrective measures taken to address issues and risks with regards to the Company's 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 the Company's operations, including corrective actions taken as a result thereof.

Our Board provides oversight of ESG matters and has delegated its duties to and receive reports and recommendations from its HSSE Committee. The Board and Management monitor and assess Touchstone's practices and internal controls ensuring that the Company's overall approach and direction are within the Company's ESG framework. In 2023, we published our 2022 ESG Report in accordance with sustainability reporting standards which documented our assessment of risks, opportunities, progress and challenges as they relate to sustainability issues. 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 remain committed to increase our transparency of our sustainability efforts to ensure the ongoing accountability and productivity of our business.

Our 2022 ESG Report is available on our website (www.touchstoneexploration.com). See the "Risk Factors" section herein for a discussion with the risk factors involved on our ESG-related goals and targets.

Trends in Environmental Regulation

The Company is of the opinion that it is reasonably likely that in its areas of operation the trend towards stricter standards in environmental legislation and regulation will continue. We anticipate increased capital and operating expenditures as a result of increasingly stringent laws relating to the protection of the environment. No assurance can be given that environmental laws will not result in a curtailment of production or material increase in the costs of production, development or explorations activities, or otherwise adversely affect our financial condition, capital expenditures, results of operations, competitive position or prospects. See the "Risk Factors" section in this AIF for further information.

Social Policies

Touchstone is 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. Emergency response planning is integrated into all projects.

We are committed to cultivating the wellbeing of the communities where we operate. We recognise that the local community is an important stakeholder group where we conduct our operations and that the ultimate success of our operations means creating shared benefits with surrounding communities. We have established policies and practices that complement our basic responsibilities as a development tool for local communities in Trinidad. 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.

We are proactive in our communications with the local communities where 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. Developing strong relationships with local authorities, goods and service providers, social and environmental organizations, health and education leaders, youth leaders, and role models is vital to our core values and beliefs. Community involvement embodies our core corporate values and beliefs, and it supports causes that contribute positively to the quality of life in members of the communities where we operate.

Industry Conditions

The following is a brief summary of the economic and energy market conditions encountered in conducting onshore oil and natural gas operations in Trinidad. The industry-related information in this section has been sourced from public information (refer to the "Notes to Reader - Advisories - Forward-Looking Statements" section herein).

Economic and Market Conditions

The islands of Trinidad and Tobago are the southernmost islands in the Caribbean and are located between the Atlantic Ocean and the Caribbean Sea, northeast of Venezuela. The southern tip of the island lies approximately 11 kilometres from the Venezuelan mainland, while the island of Tobago lies approximately 30 kilometres northeast of Trinidad. Trinidad is the largest economy in the Caribbean community, and its energy sector is the main driver of economic growth. The domestic manufacturing sector is also diverse, with businesses in areas such as food processing, pharmaceuticals, alcoholic beverages, cosmetics, steel, cement, glass and plastics. Tobago is mainly dependent on tourism as it has a strong nature and ecotourism appeal.

Trinidad is the Caribbean's largest producer of oil and natural gas and has been involved in the petroleum sector for over one hundred years with cumulative production since 1908 totalling approximately three billion barrels of oil. According to the 2023 Energy Institute Statistical Review of World Energy, in 2022 the country produced an average of 74,000 barrels of crude oil per day and a total of 26.0 billion cubic metres of natural gas (2021 - 77,000 and 24.7, respectively). Trinidad has developed significant infrastructure in support of the energy industry and in 2022 was the world's eleventh largest liquid natural gas exporter. The country boasts one of the largest natural gas processing facilities in the Western Hemisphere, with a processing capacity of almost two billion cubic feet per day and an output capacity of 70,000 boe/d of NGLs. Trinidad also has a methanol export facility at Point Lisas. The petroleum and petrochemical industries typically account for approximately 30 percent of Trinidad's gross domestic product ("**GDP**").

Petrotrin, the former state-owned national oil and gas company, ceased operations on November 30, 2018, transferring all operations and assets to Trinidad Petroleum Holdings Limited. The exploration and production of oil and gas assets are operated by Heritage, and the fuel marketing and retailing operations are managed by the Paria Fuel Trading Company. Effective November 30, 2018, Petrotrin ceased refinery operations at its 165,000 bbls/d Point-a-Pierre refinery due to mounting operational losses. All crude oil has since been exported for processing at international facilities, and refined petroleum products continue to be imported for domestic sales and distribution.

The Central Bank of Trinidad and Tobago reported that domestic indicators suggest that activity in the non-energy sector is expected to drive overall economic activity in the short-term, while the energy sector is likely to remain subdued. The energy sector real GDP is estimated to decline by 1.3 percent year-over-year in 2023, however, the startup of new oil and natural gas projects are expected to boost output in the short to medium term.

Trinidad economic activity improved in the third quarter of 2023, driven by positive output in the non-energy sector. Indicators suggest that domestic economic activity in the non-energy sector remained robust in the second and third quarters of 2023 while output from the energy sector declined. Activity in the energy sector was weighed down by declines in both the exploration and production of oil and natural gas and reduced activity in the petrochemicals sub-sector.

The increase in domestic economic activity led by the non-energy sector resulted in a decrease of the unemployment rate to 3.2 percent in the third quarter of 2023, down from 5.4 percent in the prior year equivalent period. The latest available data noted headline inflation retreated further in the second half of 2023. Headline inflation was 0.7 percent (year-on-year) in December 2023, a decrease from 4.7 percent recognized in July 2023. Food inflation, a component of headline inflation, was registered at -1.1 per cent in December 2023, down from 8.6 percent in July 2023. Core inflation (excluding food prices) eased further in the second half of 2023 from 3.7 percent in July 2023 to 1.2 percent in December 2023.

The Central Bank of Trinidad and Tobago predicts that economic activity will improve in 2024, as business activity continues to increase, and consumer demand is expected to strengthen the performance of non-energy sectors. Furthermore, the startup of oil and natural gas projects is expected to provide an increase to domestic energy production. Headline inflation is expected to remain low in 2024. Barring fresh external shocks, notably in energy markets and as a result of conflict-related shipping problems, imported inflation is anticipated to be fairly low. Weather conditions, possibly higher utility rates, increased cement prices and the levy of property taxes could also lead to an uptick in domestic inflation.

The Central Bank of Trinidad and Tobago has continued to make bi-monthly interventions to maintain a stable exchange rate vis-à-vis the US\$. Anecdotal evidence continues to suggest the existence of an informal parallel market. The US\$/TT\$ exchange rate has remained consistent over the past six years and averaged 6.75 in 2023. While the foreign reserves position weakened over the abovementioned period, it is still considered to be healthy, as official international reserves were estimated at US\$6.3 billion at the end of 2023, decreasing from US\$6.8 billion at the end of 2022.

Royalties

The following is a discussion of the royalty regime affecting the Company as of December 31, 2023.

Touchstone is obligated to pay a state royalty rate of 12.5 percent on all petroleum and natural gas production under MEEI and Heritage licences. For private leases, the Company incurs private royalties between 10 percent and 12.5 percent of crude oil sales.

Crude oil properties governed under LOAs

In addition to state royalties, our LOAs with Heritage governing our CO-1, CO-2, WD-4 and WD-8 blocks apply a sliding scale overriding royalty ("**ORR**") structure indexed to the average price of crude oil realized in a production month. Base ORR rates are applicable to pre-defined monthly base production levels which decline by 2 percent per annum over the specific licence. For any monthly volumes sold in excess of base production levels, the Company incurs reduced enhanced ORR rates. For any production in excess of defined enhanced production levels, we incur super enhanced ORR rates which represent 50 percent of enhanced ORR rates. The following table summarizes royalty rates attributable to our LOAs based on monthly realized crude oil pricing received.

Monthly realized oil price (\$)	LOA Royalty Rates (%)		
	Base ORR	Enhanced ORR	Super Enhanced ORR
≤ 10.00	10.00	6.00	3.00
10.01 - 20.00	13.00	6.50	3.25
20.01 - 30.00	15.00	7.00	3.50
30.01 - 40.00	20.00	7.50	3.75
40.01 - 50.00	25.00	8.00	4.00
50.01 - 70.00	28.00	15.50	7.75
70.01 - 90.00	33.00	17.00	8.50
90.01 - 200.00	35.00	20.00	10.00

Under our LOA properties, aggregate MEEI and Heritage royalties as a percentage of crude oil sales were 25.3 percent, from an average realized price of \$67.80 during the year ended December 31, 2023.

Ortoire property

On our Ortoire concession, we operate under an exploration and production licence with the MEEI and Heritage. All petroleum and natural gas sales volumes are subject to a 12.5 percent state royalty.

Income Taxes

The following is a discussion of the income tax regime affecting our operations as of December 31, 2023. Trinidad has a value-added tax rate of 12.5 percent on standard goods and services. Petroleum and natural gas are zero-rated goods.

The Company's two Trinidad exploration and production subsidiaries are subject to the following Trinidad petroleum taxes:

- Supplemental Petroleum Tax ("**SPT**") 18 percent of gross liquids revenue less related royalties
- Petroleum Profits Tax ("**PPT**") 50 percent of net taxable profits
- Unemployment Levy ("**UL**") 5 percent of net taxable profits
- Green Fund Levy ("**GFL**") 0.3 percent of gross revenue

SPT is levied on a quarterly basis and is applicable to crude oil and liquids volumes. Actual rates vary based on the average realized selling prices of crude oil and liquids in the applicable quarter. The SPT rate is zero

when the weighted average realized price of crude oil and liquids for a given quarter is below \$75.00 per barrel and 18 percent when weighted average realized prices fall between \$75.00 and \$90.00 per barrel. For quarterly average prices greater than \$90.00, the SPT rate is 18 percent plus 0.2 percent per \$1.00 above \$90.00 per barrel. The tax base for the calculation of SPT is crude oil and liquids sales less related royalties paid, less 30 percent investment tax credits on mature oilfields for allowable tangible and intangible capital expenditures incurred in the applicable fiscal quarter. Our Ortoire property is not considered a mature oilfield, and thus no capital spending investment tax credits are applicable.

PPT and UL taxes are levied on an annual basis and are calculated based on net taxable profits. Net taxable profits are determined by calculating gross revenue less: royalty expenses, SPT paid during the year, capital allowances, operating expenses, G&A expenses, and certain finance expenses. PPT losses may be carried forward indefinitely to reduce PPT in future years but can only be used to shelter a maximum of 75 percent of income subject to PPT per annum. UL losses cannot be carried forward to reduce future year UL. Developmental and exploratory capital expenditure allowances (tangible and intangible) are amortized on a five-year straight-line basis.

Our Trinidad oilfield service subsidiary, which primarily leases oilfield service equipment to third-party contractors for use in our exploration and production subsidiaries, is subject to the greater of a 30 percent corporate income tax calculated on net taxable profits or a 0.6 percent business levy calculated on gross revenue. The service company is also subject to the GFL disclosed above. All corporate income tax losses can be carried forward indefinitely, and allowances vary from 10 percent to 33.3 percent for various capital expenditures incurred in the year.

Regulatory Regime

Touchstone works with the MEEI and Heritage as required on regulatory matters relating to day-to-day operations as well as all exploration and development projects. Oil and natural gas exploration and development activities and the petroleum industry overall are governed by the Petroleum Act (1969), the Petroleum Regulations (1970) made thereunder, and the Petroleum Tax Act (1974). Activities conducted on our CO-1, CO-2, WD-4 and WD-8 properties are further governed by the relevant operating agreements with Heritage, which give Heritage a measured oversight of all activities occurring on the properties. We strive to meet or exceed the regulatory standards outlined by all governing agreements and regulations, and we believe we are currently compliant with all requirements outlined under various governmental regulations.

Environmental Regulations

From an environmental perspective, Touchstone's operations in Trinidad are regulated by the EMA with additional oversight from Heritage on our LOA properties. The EMA was established from and oversees regulation of the Environmental Management Act 2000 of Trinidad and Tobago. The Environmental Management Act governs the protection, conservation, enhancement, and use of the environment of Trinidad. Further environmental regulation may, under certain circumstances, fall under the regulation of the Water and Sewerage Authority of Trinidad and Tobago and the Forestry Division of the Trinidad and Tobago Ministry of Agriculture, Land and Fisheries.

We are sensitive to the environmental impact of our operations and, under the supervision of our HSE department, work closely with regulatory agencies and industry partners to be compliant with all environmental regulations in Trinidad and to meet international best practices wherever possible (refer to the "*Description of Our Business and Operations - Environmental Policies and Sustainability*" section herein).

FORM 51-101F1
STATEMENT OF RESERVES DATA AND OTHER OIL AND GAS INFORMATION

This statement of reserves data and other oil and natural gas information of Touchstone Exploration Inc. (the "**Reserves Data**") is dated March 20, 2024. The effective date of the Reserves Data was December 31, 2023, and the preparation date of the Reserves Data was February 23, 2024. All of the Company's reserves are located onshore in the Republic of Trinidad and Tobago.

The Reserves Data set forth below is based upon an evaluation by GLJ set out in the Reserves Report dated March 1, 2023, with an effective date of December 31, 2023. The Reserves Data summarize the light and medium crude oil, heavy crude oil, conventional natural gas and natural gas liquids reserves of the Company and the net present values of future net revenue for such reserves using forecast prices and costs as at December 31, 2023. All evaluations of future net revenue contained in the Reserves Report are after the deduction of royalties, operating costs, future development costs and abandonment and reclamation costs but before consideration of indirect costs such as general and administration, finance and other miscellaneous expenses. The Company does not have any coal bed methane, synthetic crude oil, bitumen, gas hydrates, shale gas, synthetic gas, or tight oil production or reserves.

GLJ has confirmed that the reserve estimates presented in the Reserves Report are based on the guidelines contained in the COGE Handbook and the reserve definitions contained in NI 51-101 and CSA 51-324. A summary of those definitions is set forth in the "*Certain Definitions*" section of this AIF. GLJ was engaged to provide independent evaluations of proved, proved plus probable and proved plus probable plus possible reserves. Additional information not required by NI 51-101 has been presented to provide continuity and clarity, which the Company believes is important to the readers of this information. The Reserves Committee of the Board of Directors and the Board of Directors have reviewed and approved the Reserves Report. The Report of Management and Directors on Oil and Gas Disclosure on Form 51-101F3 and the Report on Reserves Data by GLJ on Form 51-101F2 are attached as Appendices "A" and "B" hereto, respectively.

It should not be assumed that the estimated future net revenue figures contained herein represent the fair market value of the reserves. There is no assurance that the forecast prices or cost assumptions will be attained, and variances could be material. There are numerous uncertainties inherent in estimating quantities of petroleum and natural gas reserves and the future cash flows attributed to such reserves. The recovery, reserve estimates and associated cash flow information provided herein are estimates only, and there is no guarantee that the estimated reserves will be recovered. Actual reserves may be greater than or less than the estimates provided herein. Readers should review the definitions and information contained in "*Certain Definitions*" in conjunction with the following tables and notes. For further information as to the risks involved, refer to the "*Risk Factors*" section herein.

In general, estimates of economically recoverable petroleum and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, future production rates, ultimate reserve recovery, marketability of products, timing and amount of royalty, operating, future development and abandonment and reclamation costs, tax rates, and the assumed effects of regulation by governmental agencies, all of which may vary materially from actual results. For those reasons, among others, estimates of the economically recoverable petroleum and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves may vary, and such variations may be material. The actual production, revenues, royalty, operating, development and abandonment and reclamation costs and income tax expenses with respect to the reserves associated with the Company's properties may vary from the information presented herein, and such variations could be material. Refer to the "*Risk Factors*" and the "*Notes to Reader - Advisories - Forward-Looking Statements*" sections herein for further information.

The extent and nature of all information supplied by the Company, which may have included ownership data, well information, geological information, reservoir studies, timing and future production, current

product prices, royalty rates, operating cost data, income tax rates, capital budget forecasts and future operating plans, were relied upon by GLJ in preparing the Reserves Report and were accepted as represented without independent verification. All information provided to GLJ was current as at December 31, 2023, and accordingly, certain of such information might not be representative of current conditions.

Disclosure of Reserves Data

The tables below are a summary of the Company's light and medium crude oil, heavy crude oil, conventional natural gas and NGL reserves and the net present value of the future net revenue attributable to such reserves, as evaluated in the Reserves Report based on GLJ's December 31, 2023 forecast price and cost assumptions.

The tables contained in the Reserves Data are a summary of the Reserves Report and as a result, may contain slightly different numbers, and columns may not add exactly. Assumptions and qualifications relating to costs and prices for future production and other matters are summarized in the notes to the following tables. All dollar amounts in the tables below are expressed in United States dollars unless otherwise indicated.

Summary of Reserves Data - Based on Forecast Prices and Costs

Company Gross ⁽¹⁾ Reserves	Light and Medium Crude Oil (Mbbbl)	Heavy Crude Oil (Mbbbl)	Conventional Natural Gas (MMcf)	Natural Gas Liquids (Mbbbl) ⁽³⁾	Total Oil Equivalent (Mboe)
Proved					
Developed producing	3,360	224	56,296	580	13,547
Developed non-producing	1,331	10	4,020	37	2,048
Undeveloped	3,846	-	80,427	849	18,100
Total Proved	8,538	234	140,743	1,467	33,696
Probable	8,084	58	145,180	1,344	33,683
Total Proved plus Probable	16,622	292	285,923	2,811	67,379
Possible	5,141	87	205,911	1,933	41,480
Total Proved plus Probable plus Possible	21,763	379	491,834	4,744	108,859
Company Net ⁽²⁾ Reserves	Light and Medium Crude Oil (Mbbbl)	Heavy Crude Oil (Mbbbl)	Conventional Natural Gas (MMcf)	Natural Gas Liquids (Mbbbl) ⁽³⁾	Total Oil Equivalent (Mboe)
Proved					
Developed producing	2,022	199	49,259	508	10,939
Developed non-producing	856	9	3,518	32	1,484
Undeveloped	2,786	-	70,374	743	15,258
Total Proved	5,664	209	123,150	1,283	27,681
Probable	6,056	51	127,032	1,176	28,456
Total Proved plus Probable	11,720	260	250,183	2,460	56,137
Possible	3,780	78	180,171	1,691	35,578
Total Proved plus Probable plus Possible	15,500	338	430,354	4,151	91,715

Notes:

- (1) "Gross" reserves are the Company's working interest share before deduction of royalties. Refer to the "Certain Definitions" section herein.
- (2) "Net" reserves are the Company's working interest share after the deduction of royalty obligations. Refer to the "Certain Definitions" section herein.
- (3) NGLs are comprised of 100 percent condensate.

Summary of Net Present Values of Future Net Revenues - Based on Forecast Prices and Costs

Net Present Values Before Income Taxes (\$000's)	Undiscounted	Discounted at 5%	Discounted at 10%	Discounted at 15%	Discounted at 20%
Proved					
Developed producing	203,893	173,513	151,433	134,704	121,630
Developed non-producing	41,188	32,603	27,853	24,538	21,988
Undeveloped	316,080	243,189	193,262	157,745	131,632
Total Proved	561,162	449,304	372,547	316,987	275,251
Probable	708,321	487,694	357,518	274,398	218,055
Total Proved plus Probable	1,269,483	936,998	730,065	591,386	493,306
Possible	920,790	504,989	322,738	228,824	173,899
Total Proved plus Probable plus Possible	2,190,273	1,441,987	1,052,803	820,210	667,205

Net Present Values After Income Taxes ⁽¹⁾ (\$000's)	Undiscounted	Discounted at 5%	Discounted at 10%	Discounted at 15%	Discounted at 20%
Proved					
Developed producing	118,430	109,202	99,791	91,684	84,890
Developed non-producing	14,408	13,126	11,716	10,546	9,583
Undeveloped	137,087	103,315	79,938	63,308	51,161
Total Proved	269,925	225,643	191,446	165,539	145,633
Probable	296,550	207,139	151,082	114,601	89,695
Total Proved plus Probable	566,475	432,782	342,527	280,140	235,328
Possible	386,142	216,473	140,048	100,088	76,482
Total Proved plus Probable plus Possible	952,617	649,255	482,575	380,228	311,810

Note:

- (1) The after-tax net present values prepared by GLJ in the evaluation of our petroleum and natural gas assets presented herein are calculated by considering current Trinidad tax regulations and are based on our estimated tax pools and non-capital losses as of December 31, 2023. The values reflect the expected income tax burden on the assets on a consolidated basis. The values do not represent an estimate of the value at the business entity level or consider tax planning, which may be significantly different. For information at the business entity level, see our audited consolidated financial statements and accompanying Management's discussion and analysis as at and for the year ended December 31, 2023, both of which are available online on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

Total Future Net Revenues (Undiscounted) - Based on Forecast Prices and Costs

(\$000's)	Proved Reserves	Proved plus Probable Reserves	Proved plus Probable plus Possible Reserves
Revenue ⁽¹⁾	1,126,660	2,262,581	3,530,472
Royalties	282,621	513,987	742,711
Operating costs	186,626	314,156	429,806
Future development costs	77,406	140,676	140,676
Abandonment and reclamation costs ⁽²⁾	18,845	24,280	27,307
Future net revenue before income taxes	561,162	1,269,483	2,190,273
Future income taxes ⁽³⁾	291,237	703,008	1,237,656
Future net revenue after income taxes	269,925	566,475	952,617

Notes:

- (1) Includes all product revenues.
(2) Refer to the "Significant Factors or Uncertainties Affecting Reserves Data - Abandonment and Reclamation Costs" section herein.
(3) Refer to Note 1 of the "Summary of Net Present Values of Future Net Revenues - Based on Forecast Prices and Costs" table above.

Future Net Revenues by Product Type - Based on Forecast Prices and Costs

Product Type and Reserves Category	Future Net Revenue Before Income Taxes Discounted at 10% per year ⁽¹⁾		
	\$000's	\$/boe	\$/Mcf
Light and medium oil ⁽²⁾	115,022	20.31	3.39
Heavy oil ⁽²⁾	3,736	17.91	2.99
Conventional natural gas ⁽³⁾	253,790	11.64	1.94
Total Proved	372,547	13.46	2.24
Light and medium oil ⁽²⁾	260,387	22.22	3.70
Heavy oil ⁽²⁾	4,390	16.90	2.82
Conventional natural gas ⁽³⁾	465,288	10.54	1.76
Total Proved plus Probable	730,065	13.01	2.17
Light and medium oil ⁽²⁾	362,698	23.41	3.90
Heavy oil ⁽²⁾	5,211	15.43	2.57
Conventional natural gas ⁽³⁾	684,894	9.03	1.50
Total Proved plus Probable plus Possible	1,052,803	11.48	1.91

Notes:

- (1) The Company's costs not related to a specific product type have been allocated proportionately to product types. Unit values are calculated using the 10 percent discount rate divided by the product type net reserves for each product type.
- (2) Includes solution gas and other associated by-products.
- (3) Includes by-products but excludes solution gas.

Forecast Pricing and Costs

Forecast pricing and costs are future prices and costs that are generally acceptable, in the opinion of GLJ, as being a reasonable outlook of the future as of the evaluation effective date. To the extent that there are fixed or presently determinable future prices or costs to which the Company is legally bound by a contractual or other obligation to supply a physical product, those prices or costs were incorporated into the forecast prices and costs. The forecast cost assumptions take into account inflation with respect to future operating and development costs.

The Reserves Report uses the average price and inflation forecasts of the three leading Canadian oil and gas evaluation consultants (GLJ, McDaniel & Associates Consultants Ltd. and Sproule Associates Ltd. (collectively, the "**Consultants**")). The following table sets forth the benchmark reference prices and inflation rates reflected in the Reserves Data.

Consultants Average January 1, 2024 Price Forecast			
Forecast Year	Brent Spot Crude Oil ⁽¹⁾ (\$/bbl)	Henry Hub Natural Gas ⁽¹⁾ (\$/MMBtu)	Inflation Rate ⁽²⁾ (% per year)
2024	78.00	2.75	-
2025	79.18	3.64	2.0
2026	80.36	4.02	2.0
2027	81.79	4.10	2.0
2028	83.41	4.18	2.0
2029	85.09	4.27	2.0
2030	86.79	4.35	2.0
2031	88.52	4.44	2.0
2032	90.29	4.53	2.0
2033	92.10	4.62	2.0
Thereafter	+2.0% / year	+2.0% / year	2.0

Notes:

- (1) This summary table identifies benchmark reference pricing schedules that might apply to a reporting issuer. Product sales prices will reflect these reference prices with further adjustments for specific marketing arrangements, quality differentials, heat content and transportation to point of sale.
- (2) Inflation rates for forecasting costs.

Our crude oil and liquids prices received are based on quality differentials and international marketing arrangements and therefore are attributed to factors that are beyond our control. Our crude oil and NGL realized prices are primarily driven by the Brent benchmark price, as Trinidad crude oil is exported for refining and classified as waterborne crude.

During the year ended December 31, 2023, we realized an average price of \$67.80 per barrel for light and medium and heavy crude oil, which represented a 17.8 percent discount in comparison to average Brent reference prices over the corresponding annual period. Touchstone realized an average NGL price of \$74.07 per barrel in the 2023 year, which were solely associated liquids from Cascadura natural gas sales from September through December 2023. We receive the same price for NGLs, light and medium crude oil and heavy crude oil through various marketing arrangements with Heritage. During the year ended December 31, 2023, we realized an average price of \$2.39 per Mcf for natural gas sales volumes pursuant to a marketing arrangement with NGC.

Reconciliation of Changes in Reserves

The following table sets forth a reconciliation of our total gross proved, total gross probable and total gross proved plus probable reserves as of December 31, 2023 by product type against such reserves as at December 31, 2022 based on forecast prices and cost assumptions. All of the Company's evaluated reserves are located in Trinidad.

Reconciliation of Gross Reserves by Product Type

Reserves Category and Factors	Light and Medium Crude Oil (Mbbbl)	Heavy Crude Oil (Mbbbl)	Conventional Natural Gas (MMcf)	Natural Gas Liquids (Mbbbl) ⁽¹⁾	Total Oil Equivalent (Mboe)
Total Proved					
December 31, 2022	9,977	468	146,677	3,571	38,463
Extensions and improved recovery ⁽²⁾	327	-	-	-	327
Technical revisions ⁽³⁾	(1,359)	(209)	(242)	(2,030)	(3,638)
Economic factors ⁽⁴⁾	(2)	-	-	-	(2)
Production	(406)	(25)	(5,692)	(74)	(1,454)
December 31, 2023	8,538	234	140,743	1,467	33,696
Total Probable					
December 31, 2022	8,711	416	144,850	3,342	36,611
Extensions and improved recovery ⁽²⁾	82	-	-	-	82
Technical revisions ⁽³⁾	(702)	(359)	330	(1,998)	(3,003)
Economic factors ⁽⁴⁾	(7)	-	-	-	(7)
December 31, 2023	8,084	58	145,180	1,344	33,683
Total Proved plus Probable					
December 31, 2022	18,688	884	291,527	6,913	75,074
Extensions and improved recovery ⁽²⁾	409	-	-	-	409
Technical revisions ⁽³⁾	(2,061)	(567)	87	(4,028)	(6,641)
Economic factors ⁽⁴⁾	(9)	-	-	-	(9)
Production	(406)	(25)	(5,692)	(74)	(1,454)
December 31, 2023	16,622	292	285,923	2,811	67,379

Notes:

- (1) NGLs are comprised of 100 percent condensate.
- (2) Reserve amounts for Infill Drilling, Extensions and Improved Recovery are combined and reported as "Extensions and Improved Recovery".
- (3) Technical revisions factor includes all changes in reserves due to well performance and previously booked wells which were drilled in the year.
- (4) Economic factors are the change in reserves exclusively due to changes in pricing.

December 31, 2023 gross proved plus probable reserves were 67,379 Mboe, representing a 7,695 Mboe or 10 percent decrease from the 75,074 Mboe reported in the prior year. Relative to December 31, 2022, light and medium crude oil reserves decreased by 2,006 Mbbbl. The annual decline predominately reflected a combination of annual production, the removal of two proved undeveloped drilling locations at Royston and six proved undeveloped drilling locations at our CO-2 field, partially offset by two new proved

undeveloped drilling locations at our CO-1 property and improved recovery from well recompletions at our WD-4 field. Proved plus probable heavy crude oil reserves decreased by 592 Mbbbl from the prior year, reflecting the removal of all future recompletion activity at our Fyzabad property and 2023 production. Proved plus probable conventional natural gas reserves decreased by 5,604 MMcf relative to December 31, 2022, mainly attributed to annual Cascadura and Coho field production. Proved plus probable natural gas liquids reserves decreased by 4,102 Mbbbl in comparison to December 31, 2022, reflecting a reduction in forecasted Cascadura natural gas liquids yields and 2023 annual production.

Additional Information Relating to Reserves Data

Undeveloped Reserves

Undeveloped reserves are attributed by GLJ in accordance with standards and procedures contained in the COGE Handbook. Proved undeveloped reserves are those reserves that can be estimated with a high degree of certainty and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production. Probable undeveloped reserves are those reserves that are less certain to be recovered than proved reserves and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production. Proved and probable undeveloped reserves have been assigned in accordance with engineering and geological practices as defined under NI 51-101.

There are a number of factors that could result in delayed or cancelled development of undeveloped reserves, including but not limited to the following: (i) changing economic conditions (due to commodity pricing, operating and capital expenditure fluctuations); (ii) changing technical conditions (including production anomalies, such as water breakthrough or accelerated depletion); (iii) multi-zone developments (for instance, a prospective formation completion may be delayed until the initial completion formation is no longer economic); (iv) a larger development program may need to be spread out over several years to optimize capital allocation and facility utilization; and (v) surface access issues (including those relating to weather conditions and regulatory approvals). See the "Risk Factors" section herein.

Timing of the investment and the desired pace of development will depend to a large extent on economic conditions, in particular, future commodity prices. We have significant development opportunities in several properties, and the pace of development is controlled to meet future capital expenditure and liquidity targets and ensure compliance with licence minimum work obligations. Refer to the "Statement of Reserves Data and Other Oil and Gas Information - Other Oil and Gas Information" section herein for further information.

The following tables disclose, by each product type, the gross proved undeveloped reserves and the gross probable undeveloped reserves that were first attributed by GLJ in each of the most recent three financial years based on forecast prices and costs. All of our proved and probable undeveloped reserves are located in Trinidad and are attributable to acreage that offsets existing production as per NI 51-101 guidelines.

Proved Undeveloped Reserves

Year	Light and Medium Crude Oil (Mbbbl)		Heavy Crude Oil (Mbbbl)		Conventional Natural Gas (MMcf)	
	First Attributed	Cumulative at Year end	First Attributed	Cumulative at Year end	First Attributed	Cumulative at Year end
2021	1,018	4,638	-	-	17,072	53,841
2022	-	4,979	-	-	-	53,841
2023	200	3,846	-	-	-	80,427
Year	Natural Gas Liquids (Mbbbl)		Total Oil Equivalent (Mboe)			
	First Attributed	Cumulative at Year end	First Attributed	Cumulative at Year end		
2021			436	1,374	4,299	14,985
2022			-	1,373	-	15,326
2023			-	849	200	18,100

Proved undeveloped reserves have been assigned in areas where the reserves can be estimated with a high degree of certainty. In most instances, proved undeveloped reserves will be assigned on lands immediately offsetting existing producing wells within the same accumulation or pool. The Reserves Report has assigned 18,100 Mboe of gross proved undeveloped reserves with \$74.9 million of associated undiscounted future development costs as at December 31, 2023. Development of the undeveloped reserves is expected to occur over the next five years with approximately 67 percent of the investment expected over the next three years.

Probable Undeveloped Reserves

Year	Light and Medium Crude Oil (Mbbbl)		Heavy Crude Oil (Mbbbl)		Conventional Natural Gas (MMcf)	
	First Attributed	Cumulative at Year end	First Attributed	Cumulative at Year end	First Attributed	Cumulative at Year end
2021	2,119	6,191	-	-	19,620	82,302
2022	-	6,369	-	-	-	82,450
2023	60	5,842	-	-	-	111,014
Year	Natural Gas Liquids (Mbbbl)		Total Oil Equivalent (Mboe)			
	First Attributed	Cumulative at Year end	First Attributed	Cumulative at Year end		
2021		500	1,853	5,889	21,760	
2022		-	1,853	-	21,963	
2023		-	1,060	60	25,404	

Probable undeveloped reserves have been assigned in areas where the reserves can be estimated with less certainty. It is equally likely that the actual remaining quantities recovered will be greater or less than the proved plus probable reserves. In most instances, probable undeveloped reserves have been assigned on lands in an area with existing producing wells but there is some uncertainty as to whether they are directly analogous to the producing accumulation or pool. The Reserves Report has assigned 25,404 Mboe of gross probable undeveloped reserves with \$63.3 million of associated undiscounted future development costs as at December 31, 2023. Development of the probable undeveloped reserves is expected to occur over the next five years with approximately 45 percent of the investment expected over the next three years.

Significant Factors or Uncertainties Affecting Reserves Data

General

Estimates of economically recoverable reserves and the associated future net revenues therefrom are based upon a number of variable factors and assumptions. The main area of uncertainty is crude oil and liquids commodity prices, as we sell all crude oil and NGL production to Heritage at contractually specified pricing formulas indexed to benchmark crude oil pricing. Degradation in future crude oil and liquids prices relative to those forecast in the Reserves Data would have a negative impact on the economics and timing of the development of undeveloped reserves, unless a significant reduction in the future costs of development is realized. The Company has a fixed price natural gas sales agreement with NGC for natural gas production volumes on our Ortoire block through October 2027, after which future pricing for a further five-year time period will be negotiated between the parties.

GLJ forecasts reserve volumes and future cash flows based upon current and historical well performance through to the economic production limit of individual wells. Notwithstanding established precedence and contractual options for the continuation and renewal of our existing licence, sub-licence and marketing agreements, in many cases the forecast economic limit of individual wells is beyond the current term of the relevant agreements. There is no certainty as to any renewal of our existing contractual arrangements.

Except as otherwise disclosed herein, the evaluated petroleum and natural gas properties of the Company have no material extraordinary risks or uncertainties beyond those which are inherent of an international oil and natural gas producing entity.

The process of estimating reserves is inherently complex, requiring significant judgments and decisions based on available geological, geophysical, engineering and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance become available and as economic conditions impacting commodity prices and costs change. The reserve estimates contained herein are based on current production forecasts, prices and economic conditions, and other factors and assumptions that may affect the reserve estimates and the present value of the future net revenue therefrom. These factors and assumptions include, among others: (i) historical production in the area compared with production rates from analogous producing areas; (ii) initial production rates; (iii) production decline rates; (iv) ultimate recovery of reserves; (v) success of future development activities; (vi) marketability of production; (vii) effects of government regulations; and (viii) other government levies imposed over the life of the reserves. Although every reasonable effort is made to ensure that reserve estimates are accurate, reserve estimation is an inferential science. As a result, subjective decisions, new geological or production information and a changing environment may impact these estimates.

As circumstances change and additional data becomes available, reserve estimates also change. Estimates are reviewed and revised, either upward or downward, as warranted by the new information. Revisions to reserve estimates can arise from changes in commodity prices, reservoir performance, geologic conditions, production or economic conditions. These revisions can be either positive or negative, and the Company's reserves disclosed herein are estimates only. There is no assurance or guarantee that the estimated reserves will be recovered. Actual reserves may be greater or less than the estimates provided herein.

At the date of this AIF, we do not anticipate any unusually high development or operating costs, or contractual obligations to produce and sell a significant portion of production at prices substantially below those which could be realized but for those contractual obligations. We do not expect any significant economic factors or significant uncertainties will affect any particular components of the Reserves Data. However, reserves can be affected significantly by fluctuations in product pricing, capital expenditures, operating expenses, royalty and income tax regimes and well performance, and subsequent drilling results that are beyond the Company's control. Refer to the "*Risk Factors*" section herein.

Abandonment and Reclamation Costs

In connection with the Company's operations, we will incur abandonment and reclamation costs for surface leases, wells, facilities and pipelines. The Company budgets for and recognizes as a liability the estimated present value of the future decommissioning liabilities associated with our exploration and development assets. Overall abandonment and reclamation costs include all costs associated with the process of restoring a property that has been disturbed by oil and natural gas activities to the standard imposed by the applicable government or regulatory authorities. We continually review suspended or standing wells for reactivation, recompletion or sale, and facilities will be decommissioned when all the wells producing to them have been abandoned. There are no unusually significant abandonment and reclamation costs associated with our properties with or without attributed reserves.

As at December 31, 2023, excluding liabilities associated with assets held for sale, we had 635.6 net wells, two net crude oil sales facilities and two gross natural gas facilities (1.6 net) in Trinidad for which we expect to incur abandonment and reclamation costs. We expect the funds required for abandonment and reclamation costs will be derived from a combination of our various joint abandonment funds and internally generated cash from operating activities. For further information, refer to the "*Description of Our Business and Operations - Decommissioning Liabilities and Abandonment Fund*" section of this AIF.

The following table sets forth the abandonment and reclamation costs deducted in the estimation of the Company's future net revenue using forecast prices and costs as included in the Reserves Report including costs for wells and facilities without reserves.

(\$000's)	Proved Reserves	Proved plus Probable Reserves	Proved plus Probable plus Possible Reserves
Subsequent to 2028	18,845	24,280	27,307
Total undiscounted	18,845	24,280	27,307
Total discounted at 10% per year	3,215	2,809	2,004

Future Development Costs

The following table provides information regarding the development costs deducted in the estimation of the Company's future net revenue using forecast prices and costs as included in the Reserves Report.

Year (\$000's)	Proved Reserves	Proved plus Probable Reserves	Proved plus Probable plus Possible Reserves
2024	19,270	28,260	28,260
2025	12,143	24,786	24,786
2026	21,505	28,236	28,236
2027	11,493	40,857	40,857
2028	12,995	18,537	18,537
Thereafter	-	-	-
Total undiscounted	77,406	140,676	140,676
Total discounted at 10% per year	62,540	112,018	112,018

We expect that funds required for future development costs will be derived from a combination of internally generated cash from operating activities and the issuance of new debt or equity where and when we believe appropriate to fund future development costs set out in the Reserves Report.

Estimates of reserves and future net revenue therefrom in the Reserves Report have been made assuming the development of each property, in respect of which the estimate is made, will occur, and without the regard to the likely availability of funding required for the development. There can be no guarantee that funds will be available or that our Board will allocate funding to develop all of the reserves attributable in the Reserves Report. Failure to develop those reserves could have a negative impact on our future cash from operating activities and financial position. Further, we may choose to delay development depending upon a number of circumstances including the existence of higher priority expenditures and available cash on hand and bank debt capacity.

Interest expenses and other costs of external funding are not included in the reserves and future net revenues and would reduce future net revenue to some degree depending upon the funding sources utilized. We do not anticipate that interest expense or other funding costs would make further development of any of our properties uneconomic.

Other Oil and Gas Information

Unless otherwise stated, the following information is presented as of December 31, 2023. We do not believe that there have been any material changes to such information since such date.

Principal Properties

Our properties in production or under development are located onshore Trinidad. We operate under LOAs with Heritage, state exploration and production licences with the MEEI, and private exploration and production agreements with individual landholders as per below.

Property	Working Interest (%)	Licence Type	Expiry
CO-1	100	Lease Operatorship Agreement	December 31, 2030 ⁽¹⁾
CO-2 ⁽²⁾	100	Lease Operatorship Agreement	December 31, 2030 ⁽¹⁾
WD-4	100	Lease Operatorship Agreement	December 31, 2030 ⁽¹⁾
WD-8	100	Lease Operatorship Agreement	December 31, 2030 ⁽¹⁾
Barrackpore	100	Private	Various
Fyzabad	100	State and private	August 19, 2032 / Various
San Francique ⁽³⁾	100	Private	Various
Ortoire - Coho area	80	State	October 31, 2039
Ortoire - Cascadura area	80	State	October 31, 2039
Ortoire	80	State	July 31, 2026

Notes:

- (1) Excluding an option for a five-year renewal, upon which future work commitments over the extended term must be agreed between the Company and Heritage.
- (2) Subsequent to December 31, 2023, the Company entered into an agreement with a third party to sell our interest in the CO-2 block. Refer to the "Description of Our Business and Operations - Dispositions" section of this AIF for further details.
- (3) The San Francique field was classified as held for sale as at December 31, 2023, with an effective date upon closing. The Company is currently awaiting regulatory approvals to close the asset disposition.

Refer to the "Description of Our Business and Operations - Trinidad Operations" section herein for further disclosure regarding the Company's oil and natural gas properties.

Oil and Natural Gas Wells⁽¹⁾

The following table sets forth the number and status of wells in which we held a working interest as of December 31, 2023, all of which are located in Trinidad.

Property	Producing Wells ⁽²⁾		Non-Producing Wells		Total Wells	
	Gross ⁽³⁾	Net ⁽⁴⁾	Gross ⁽³⁾	Net ⁽⁴⁾	Gross ⁽³⁾	Net ⁽⁴⁾
	CO-1	55	55	197	92	252
CO-2 ⁽⁵⁾	36	36	87	44	123	80
WD-4	27	27	53	33	80	60
WD-8	70	70	60	42	130	112
Barrackpore	6	6	6	6	12	12
Fyzabad	44	44	172	172	216	216
San Francique ⁽⁶⁾	27	27	82	82	109	109
Ortoire	4	3.2	1	0.8	5	4
Cory Moruga	-	-	5	0.6	5	0.6
Total	269	268.2	663	472.4	932	740.6

Notes:

- (1) All of the Company's wells are crude oil wells, with the exception of three gross (2.4 net) wells on the Company's Ortoire property which are natural gas wells. Information above includes wells located on properties with no attributed reserves.
- (2) Wells that produced during the 2023 financial year.
- (3) "Gross" means the total number of wells in which the Company has an interest. Refer to the "Certain Definitions" section herein.
- (4) "Net" means the number of wells obtained by aggregating the Company's interest in each of its gross wells. Refer to the "Certain Definitions" section herein.
- (5) Subsequent to December 31, 2023, the Company entered into an agreement with a third party to sell our interest in the CO-2 block. Refer to the "Description of Our Business and Operations - Dispositions" section of this AIF for further details.
- (6) The San Francique field was classified as held for sale as at December 31, 2023, with an effective date upon closing. The Company is currently awaiting regulatory approvals to close the asset disposition.

We operate seven crude oil sales batteries in Trinidad, with one included in assets held for sale as of December 31, 2023. Each sales battery is directly tied into Heritage crude oil sales pipelines. We also

operate the Coho and Cascadura natural gas facilities, both in which we have an 80 percent working interest and are tied directly into NGC sales pipelines.

Properties with No Attributed Reserves

The following summarizes our unproved properties with no attributed reserves as at December 31, 2023.

Country and property	Gross ⁽¹⁾ Acres	Net ⁽²⁾ Acres
Trinidad - Cory Moruga	7,443	1,206
Canada - Luseland	3,898	3,898
Total	11,341	5,104

Notes:

- (1) "Gross" means the total area of properties in which the Company has an interest. Refer to the "Certain Definitions" section herein.
- (2) "Net" means the total area of properties in which the Company has an interest multiplied by its working interest. Refer to the "Certain Definitions" section herein.

We have future lease payment obligations for our 16.2 percent non-operated Cory Moruga licence as disclosed in the "Description of Our Business and Operations - Summary of Commitments" section herein. There are no future work commitments related to our unproved properties.

The Company has put forth an application to surrender approximately 4,087 gross acres (3,270 net acres) under our Ortoire property to the MEEI and is awaiting confirmation in 2024. Aside from this voluntary surrender, there are no material expiries in the Company's land holdings in 2024.

Significant Factors or Uncertainties Relevant to Properties with No Attributed Reserves

Our business model focuses on our core operations, with little to no capital allocated to the acquisition, exploration, or development of properties with no attributed reserves aside from our core Ortoire exploration property. Therefore, there are not expected to be any significant factors or uncertainties that would affect such properties at this time, and the abandonment and reclamation costs associated with our properties with no attributed reserves are not expected to be material.

The presence of economic quantities of hydrocarbons on lands with no attributed reserves is uncertain until the lands are drilled and tested. Beyond the need to drill and test exploration areas, additional factors may influence our ability to develop these lands, including escalation of operating expenses and development costs, the potential requirement to expand existing infrastructure, the requirement for future regulatory approvals and a material change in commodity prices. Development of our properties with no attributed reserves are subject to current industry conditions and uncertainties as indicated under the "Risk Factors" section herein.

Forward Contracts

The nature of oil and natural gas operations exposes the Company to risks associated with commodity prices. Movements in crude oil and liquids pricing could have a significant positive or negative effect on the Company's operating cash flows and financial position. Touchstone does not currently hedge this risk given the majority of its forecasted petroleum and natural gas sales is expected to be derived from natural gas production governed by a fixed price contract through October 2027. We had no commodity risk management contracts in place as at or during the year ended December 31, 2023. We will continue to monitor forward commodity prices and may enter future commodity-based risk management contracts to reduce the volatility of petroleum sales and protect future development and exploration capital programs. Additionally, we continually review our capital program and implement initiatives to adapt to such price changes.

For further information, refer to the "General Development of Our Business - Cyclical nature of our business" section herein and to Note 20 "Financial Instruments and Market Risk Management" to our audited consolidated financial statements for the year ended December 31, 2023, which is available on our website

(www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

Tax Horizon

The Reserves Report forecasts cash taxes in Trinidad to be incurred in 2024, and we incurred cash taxes in prior years. For further information, refer to the "Industry Conditions - Income Taxes" section herein and to Note 15 "Income Taxes" to our audited consolidated financial statements for the year ended December 31, 2023, which is available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

Capital Expenditures

The following table summarizes capital expenditures related to our activities for the year ended December 31, 2023.

(\$000's)	Amount
Development expenditures ⁽¹⁾	1,057
Exploration and evaluation expenditures ⁽²⁾	17,638
Corporate asset capital expenditures	254
Total capital expenditures⁽³⁾	18,949

Notes:

- (1) Represents cash additions to property, plant and equipment including direct and attributable capitalized overhead charges.
- (2) Represents cash additions that have been determined by Management to be in the exploration and evaluation stage including direct and attributable capitalized overhead charges.
- (3) Refer to the "Notes to Reader - Advisories - Non-GAAP Financial Measures" section herein.

Exploration and Development Activities

We drilled one gross (0.8 net) exploration well in Trinidad during the year ended December 31, 2023. After five separate production tests, the Royston-1X sidetrack well was deemed uneconomic to produce.

Production Estimates

The following table sets forth the average volumes of our working interest production estimated in the Reserves Report for the year ended December 31, 2024 by reserves category and field, which is reflected in the estimate of future net revenues disclosed in the forecast tables contained under "Statement of Reserves Data and Other Oil and Gas Information - Disclosure of Reserves Data". The estimates of reserves for individual properties may not reflect the same confidence levels as estimates of reserves for all properties, due to the effects of aggregation.

Property and Reserves Category	Light and Medium Crude Oil (bbls/d)	Heavy Crude Oil (bbls/d)	Conventional Natural Gas (Mcf/d)	Natural Gas Liquids (bbls/d)	Total Oil Equivalent (boe/d)
Ortoire - Cascadura area	-	-	53,875	891	9,871
Ortoire - Coho area	1	-	2,743	-	458
CO-1	422	-	-	-	422
WD-4	509	-	-	-	509
WD-8	315	-	-	-	315
Other minor properties	98	69	-	-	167
Total Proved	1,345	69	56,618	891	11,742
Ortoire - Cascadura area	-	-	4,699	73	856
Ortoire - Coho area	-	-	116	-	19
CO-1	91	-	-	-	91
WD-4	76	-	-	-	76
WD-8	75	-	-	-	75
Total Probable	242	-	4,815	73	1,118

Property and Reserves Category	Light and Medium Crude Oil (bbls/d)	Heavy Crude Oil (bbls/d)	Conventional Natural Gas (Mcf/d)	Natural Gas Liquids (bbls/d)	Total Oil Equivalent (boe/d)
Ortoire - Cascadura area	-	-	58,574	964	10,727
Ortoire - Coho area	1	-	2,859	-	477
CO-1	512	-	-	-	512
WD-4	586	-	-	-	586
WD-8	390	-	-	-	390
Other minor properties	98	70	-	-	168
Total Proved Plus Probable	1,587	70	61,433	964	12,860

Production History

The following table sets forth certain information in respect of our average daily production volumes, product prices received, royalty expenses, operating expenses and the resulting operating netback by product type for the periods indicated.

	2023 quarter ended				Year ended
	Dec. 31	Sept. 30	June 30	March 31	Dec. 31, 2023
Average daily production volumes					
Light and medium crude oil (bbls/d)	1,068	1,120	1,055	1,208	1,113
Heavy crude oil (bbls/d)	65	63	69	77	68
NGLs (bbls/d)	622	176	-	-	201
Conventional natural gas (Mcf/d)	40,491	12,191	4,215	5,124	15,593
Average daily production (boe/d)	8,504	3,391	1,827	2,139	3,981
Average realized prices⁽¹⁾					
Light and medium crude oil (\$/bbl)	72.26	71.89	62.26	64.86	67.80
Heavy crude oil (\$/bbl)	72.26	71.89	62.26	64.86	67.80
NGLs (bbls/d)	72.92	78.12	-	-	74.07
Conventional natural gas ⁽²⁾ (\$/Mcf)	2.44	2.35	2.24	2.24	2.39
Realized commodity price (\$/boe)	26.58	37.58	43.48	44.34	33.23
Royalties⁽¹⁾					
Light and medium crude oil (\$/bbl)	26.07	25.53	20.99	21.44	23.48
Heavy crude oil (\$/bbl)	7.69	6.21	3.66	5.19	5.68
NGLs (bbls/d)	8.95	10.93	-	-	9.39
Conventional natural gas (\$/Mcf)	0.32	0.31	0.30	0.30	0.32
Total royalties (\$/boe)	5.53	10.23	12.94	13.01	8.38
Operating expenses⁽¹⁾⁽³⁾					
Light and medium crude oil (\$/bbl)	15.83	18.02	16.06	16.25	16.54
Heavy crude oil (\$/bbl)	32.78	45.55	42.20	44.01	41.05
NGLs (bbls/d)	2.88	4.14	-	-	3.16
Conventional natural gas ⁽²⁾ (\$/Mcf)	0.22	0.30	1.16	0.66	0.34
Total operating expenses (\$/boe)	3.51	8.08	13.54	12.36	6.81
Operating netback⁽¹⁾					
Light and medium crude oil (\$/bbl)	30.36	28.33	25.21	27.17	27.77
Heavy crude oil (\$/bbl)	31.79	20.13	16.39	15.65	20.62
NGLs (bbls/d)	61.09	63.05	-	-	61.52
Conventional natural gas (\$/Mcf)	1.90	1.74	0.78	1.28	1.74
Operating netback (\$/boe)	17.54	19.27	17.00	18.97	18.04

Notes:

- Refer to the "Notes to Reader - Advisories - Non-GAAP Financial Measures" section herein.
- The realized natural gas price excludes a \$0.125/Mcf offset related to third-party natural gas processing fees for Coho sales volumes, and the fees are included in operating expenses. For financial reporting purposes, the processing fees are deducted from natural gas sales in accordance with IFRS.
- The Company's operating expenses by product type are approximations prepared by Management, and a number of assumptions are required to allocate these costs between product types.

The following table summarizes the Company's average daily production volumes during the year ended December 31, 2023 for each product type and property.

Property	Light and Medium Crude Oil (bbls/d)	Heavy Crude Oil (bbls/d)	Conventional Natural Gas (Mcf/d)	Natural Gas Liquids (bbls/d)	Total Oil Equivalent (boe/d)
CO-1	344	-	-	-	344
CO-2 ⁽¹⁾	56	-	-	-	56
WD-4	430	-	-	-	430
WD-8	229	-	-	-	229
Barrackpore	11	-	-	-	11
Fyzabad	-	68	-	-	68
San Francique ⁽²⁾	42	-	-	-	42
Ortoire - Coho area	1	-	4,032	-	673
Ortoire - Cascadura area	-	-	11,561	201	2,128
Average daily production volumes	1,113	68	15,593	201	3,981

Notes:

- (1) Subsequent to December 31, 2023, the Company entered into an agreement with a third party to sell our interest in the CO-2 block. Refer to the "Description of Our Business and Operations - Dispositions" section of this AIF for further details.
- (2) The San Francique field was classified as held for sale as at December 31, 2023, with an effective date upon closing. The Company is currently awaiting regulatory approvals to close the asset disposition.

DIVIDEND POLICY

Touchstone has never declared or paid any dividends on its outstanding Common Shares. We may declare dividends in the future if we have sufficient capital to finance further expansion of our business and operations. Any decision to pay dividends on any class of shares will be made by the Board on the basis of net earnings, financial requirements, the satisfaction of the liquidity and solvency tests imposed by the ABCA for the declaration and other conditions existing at such future time.

DESCRIPTION OF OUR CAPITAL STRUCTURE

Common Shares

Touchstone is authorized to issue an unlimited number of Common Shares without nominal or par value of which 234,212,726 Common Shares are issued and outstanding as fully paid and non-assessable as at the date of this AIF. Holders of Common Shares are also entitled to dividends if, as and when declared by the directors, to one vote per Common Share at meetings of Shareholders and, upon liquidation, to receive such assets of the Company as are distributable to holders of Common Shares. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

We have a stock option plan ("**Legacy Plan**") pursuant to which options to purchase Common Shares of the Company were granted by our Board to directors, officers, and employees. The Omnibus Plan was adopted by the Board primarily to allow for a variety of equity-based awards that provide the Company with the ability to grant different types of incentives to our directors, officers, employees and consultants including stock options, restricted share units and performance share units.

No additional stock options will be granted under the Legacy Plan, and all outstanding stock options previously issued pursuant to the Legacy Plan will continue to be governed by such plan and will continue to vest in accordance with their existing vesting schedules. The maximum number of common shares reserved for issuance under the Legacy Plan and the Omnibus Plan at any time is limited to 10 percent of our issued and outstanding Common Shares, on a non-diluted basis.

The following table summarizes our outstanding Common Shares and stock options, as well as our stock options outstanding as a percentage of our Common Shares outstanding as at the date of this AIF, December 31, 2023, and December 31, 2022.

	March 20, 2024	December 31, 2023	December 31, 2022
Common Shares outstanding	233,212,726	233,212,726	233,037,226
Stock options outstanding	14,327,935	14,327,935	11,928,435
Fully diluted Common Shares	248,540,661	248,540,661	244,965,661
Stick options as a % of Common Shares outstanding	6.1%	6.1%	5.1%

Further information regarding the Company's Shareholders' capital is included in Note 16 "*Shareholders' Capital*" to our audited consolidated financial statements for the year ended December 31, 2023, which is available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

Shareholder Rights Plan

Touchstone established a shareholder rights plan pursuant to a Shareholder Rights Plan Agreement dated as of November 19, 2012 between the Company and Computershare Trust Company of Canada ("**Computershare**"), as rights agent. The Shareholder Rights Plan Agreement was approved by the Shareholders at the Company's 2012 annual meeting of Shareholders and confirmed by the Shareholders at the Company's 2015 and 2018 annual meetings of Shareholders. Effective April 12, 2021, Computershare was discharged from its duties as rights agent under the Shareholder Rights Plan Agreement, and Odyssey Trust Company ("**Odyssey**") was appointed as successor rights agent to act on behalf of the Company and the holders of the Rights (as defined in the Shareholder Rights Plan Agreement).

The Shareholders approved an Amended Shareholder Rights Plan Agreement ("**Rights Plan**") at our 2021 annual meeting of Shareholders, which was amended to reflect certain Canadian regulatory updates and then current market practices, and the fact that we transitioned our transfer agent, registrar and rights agent services from Computershare to Odyssey.

The Rights Plan generally provides that, following the acquisition by any person or entity of 20 percent or more of the issued and outstanding Common Shares (except pursuant to certain permitted or excepted transactions) and upon the occurrence of certain other events, each holder of Common Shares, other than such acquiring person or entity, shall be entitled to acquire additional Common Shares at a discounted price. The Rights Plan is similar to other shareholder rights plans adopted in the energy sector. A copy of the Rights Plan is available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

Bank Debt

Touchstone Trinidad entered into a \$20 million, seven-year term loan facility arrangement effective June 15, 2020 with Republic Bank Limited, a chartered bank owned by Republic Financial Holdings Limited. Republic Financial Holdings Limited is headquartered in Trinidad and the registered owner of ten banks in the Caribbean region, as well as other financial services subsidiaries. The Loan Agreement is a senior secured syndicated loan, with Republic Bank Limited acting as initial lender, arranger and administrative agent.

On May 25, 2023, the parties entered into a second amended and restated Loan Agreement, which provided for a \$7 million revolving loan facility in addition to our existing \$30 million term facility. Aside from adding the revolving loan facility, the Loan Agreement did not alter any material terms of the prior agreement.

Details of the Loan Agreement are set forth below.

Facility	Term loan	Revolving loan
Amount	\$30,000,000	\$7,000,000
Maturity date	June 15, 2027	May 30, 2024 - the parties have the option to extend annually by additional periods of up to one year
Interest rate	7.85 percent per annum	7.29 percent through May 2024 - reset annually
Interest payments	Payable quarterly in arrears	Payable monthly in arrears
Principal payments	Twenty \$1.5 million quarterly payments from September 15, 2022 to June 15, 2027; additional principal may be repaid with no penalty	Principal may be repaid at any time, on or before the maturity date without penalty and any amounts repaid may be redrawn at any time

As at December 31, 2023, the Company had \$28 million in aggregate principal bank debt outstanding consisting of the \$7 million revolving loan facility and term loan indebtedness of \$21 million.

The Loan Agreement contains industry standard representations and warranties, undertakings, events of default, and financial covenants. The following table lists the financial covenants applicable on a consolidated basis as at December 31, 2023, all of which are evaluated on an annual basis.

Financial covenant description	Limit	Year ended December 31, 2023
Net senior funded debt ⁽¹⁾ to trailing annual EBITDA ⁽²⁾	2.50 times	1.10
Net senior funded debt to book value of equity ⁽³⁾	0.70 times	0.19
Debt service coverage ⁽⁴⁾	Minimum of 2.50 times	1.80

Notes:

- (1) Net senior funded debt is defined in the Loan Agreement as all obligations for senior secured and unsecured borrowed money which bears interest less restricted and unrestricted cash balances. Lease liabilities are excluded from the calculation of net senior funded debt.
- (2) EBITDA is defined in the Loan Agreement as earnings (loss) before interest expenses, income tax expenses, all non-cash items including depreciation and amortization, and losses attributable to extraordinary and non-recurring items.
- (3) Book value of equity is defined in the Loan Agreement as shareholders' capital, contributed surplus and retained earnings or deficit excluding increases and decreases in retained earnings from E&E asset and PP&E impairments or reversals and excluding payments of dividends.
- (4) Debt service coverage is defined in the Loan Agreement as the ratio of trailing annual EBITDA plus restricted and unrestricted cash balances to the total of bank debt interest expense due for the future annual period and scheduled principal payments in respect of outstanding bank debt principal for the future annual period.

As at December 31, 2023, the Company was compliant with all covenants provided for in the Loan Agreement aside from the debt service coverage financial covenant. Touchstone breached the debt service coverage covenant as a result of the \$7 million principal amount of the revolving facility included as a future payment in the 2024 annual period. Per the covenant, the balance cannot be excluded until the parties renew the facility prior to May 30, 2024. Prior to December 31, 2023, Touchstone received a waiver from its lender for the anticipated breach confirming that the breach was waived and would not be enforced as an event of default.

On March 1, 2024, the Company and its lender executed a binding term sheet providing for a new \$10 million five-year term loan facility and increasing the current revolving loan facility from \$7 million to \$10 million. The term sheet is subject to customary conditions precedent and material adverse change clauses prior to the final agreement being executed. As of the date hereof, the parties are currently drafting the Amended Loan Agreement and perfecting the revised security documents, following which the additional borrowing capacity will be effective. Touchstone intends to use the proceeds of the Amended Loan Agreement to fund the remainder of its 2024 capital budget.

Copies of the Loan Agreement and amendments may be accessed online on our SEDAR+ profile (www.sedarplus.ca).

Guarantees

Pursuant to the Loan Agreement, Touchstone Trinidad must at all times maintain a minimum cash reserves balance with its lender of not less than the equivalent of two subsequent quarterly interest payments related to the term loan facility, amounting to \$0.8 million as of December 31, 2023.

Touchstone Trinidad has provided approximately \$0.5 million in performance bonds to Heritage to support its work commitments under its LOAs. The performance bonds expire on December 31, 2025 and are guaranteed by Republic Bank Limited acting as surety.

In January 2018, Touchstone Exploration Inc. provided the MEEI with a \$7.7 million parental company guarantee to support exploration work commitments on its Ortoire block. The parental company guarantee may be reduced from time to time to reflect any work performed on the field.

MARKET FOR SECURITIES

Trading Price and Volume

Our Common Shares are listed and posted for trading on the TSX and on AIM under the symbol TXP. The following table sets forth the reported price range and aggregate trading volumes of the Common Shares traded or quoted on the TSX and AIM (as reported by each exchange) for the periods and in the currencies indicated.

Period	TSX			AIM		
	Price Range (C\$ per Common Share)		Volume	Price Range (£ per Common Share)		Volume
	High	Low		High	Low	
2024						
January	0.75	0.69	2,212,224	0.44	0.41	5,090,895
February	0.90	0.68	1,783,886	0.54	0.41	8,016,728
March (1 to 19)	0.92	0.82	938,175	0.53	0.51	3,141,547
2023						
January	1.33	0.93	3,171,750	0.80	0.58	10,038,247
February	1.23	1.01	1,524,957	0.74	0.63	4,926,809
March	1.20	0.98	1,866,234	0.72	0.61	5,836,540
April	1.18	1.00	1,165,863	0.70	0.60	5,835,965
May	1.13	0.96	1,558,653	0.62	0.58	3,386,369
June	1.21	0.97	1,991,736	0.66	0.58	6,810,790
July	1.39	1.04	2,856,970	0.82	0.62	8,892,362
August	1.53	1.08	2,615,025	0.92	0.67	11,058,461
September	1.32	1.00	3,052,567	0.74	0.62	9,014,127
October	1.03	0.89	2,159,751	0.61	0.52	4,474,838
November	1.06	0.79	1,777,810	0.61	0.48	6,217,133
December	1.13	0.71	3,459,757	0.60	0.43	8,863,856

Prior Sales

During the year ended December 31, 2023, we issued a total of 3,644,000 stock options to directors, officers and employees pursuant to our Omnibus Plan.

Further information regarding our equity-based compensation plan is included in Note 16 "Shareholders' Capital" to our audited consolidated financial statements for the year ended December 31, 2023, which is available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

As of the date of this AIF, none of the Company's securities are subject to escrow or subject to contractual restrictions on transfer.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The names, provinces and countries of residence, offices held with us, the period served and principal occupations of our directors and executive officers during the preceding five years are set forth below.

Name and Place of Residence	Office Held and Period Served as Director or Officer	Principal Occupation (during the preceding 5 years)
Jenny Alfandary ⁽¹⁾⁽²⁾ Ontario, Canada	Director since July 11, 2022	Professor in the Faculty of Applied Sciences and Technology at the University of Guelph-Humber since 2017. Former President and Chief Executive Officer of Westario Power Inc. from 2020 to December 2022. Served as Executive Vice President and Chief Information Officer at Metrolinx from 2019 to 2020.
Paul Baay Alberta, Canada	Director, President and Chief Executive Officer since May 13, 2014	The Company's President and Chief Executive Officer.
Scott Budau Alberta, Canada	Chief Financial Officer since May 13, 2014	The Company's Chief Financial Officer.
Dr. Priya Marajh ⁽²⁾⁽⁴⁾ Port of Spain, Trinidad	Director since July 11, 2022	Consultant and Technical Lead at United Nations Development Programme since July 2021. Vice President - Advocacy and Member Engagement of The Energy Chamber of Trinidad and Tobago since September 2018. Part-time lecturer at The University of the West Indies since September 2008.
Kenneth McKinnon ⁽¹⁾⁽²⁾ Alberta, Canada	Director since October 24, 2012	Independent consultant since July 2020. Former Partner at Citrus Capital Partners Ltd. (advisory and consulting firm) from January 2014 to June 2020.
Peter Nicol ⁽¹⁾⁽³⁾ London, UK	Director since June 26, 2017	Founder and Chief Executive Officer of Locin Energy (energy consulting firm) since March 2012.
James Shipka Alberta, Canada	Chief Operating Officer since August 11, 2014	The Company's Chief Operating Officer.
Beverley Smith ⁽³⁾⁽⁴⁾ Ascot, UK	Director since December 22, 2020	Independent consultant since January 2017. Former Interim Chief Executive Officer of Hurricane Energy plc from June to September 2020.
Stanley T. Smith ⁽¹⁾⁽³⁾ Alberta, Canada	Director since October 4, 2017	Independent consultant since September 2016.
Thomas Valentine Alberta, Canada	Director from May 20, 2015 until July 11, 2022 and Corporate Secretary since May 13, 2014	Senior Partner of Norton Rose Fulbright Canada LLP, a national law firm in Canada and a member of the global Norton Rose Fulbright Group.
Dr. Harrie Vredenburg ⁽⁴⁾ Alberta, Canada	Director since October 24, 2012	Faculty Professor of Strategy and Sustainability, Haskayne School of Business and Research Fellow, School of Public Policy, University of Calgary and International Research Fellow, Saïd Business School, Oxford University, United Kingdom.
John D. Wright ⁽³⁾ Alberta, Canada	Chair of the Board since October 24, 2012	President, Analogy Capital Advisors Inc. since March 2017.

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation and Governance Committee.
- (3) Member of the Reserves Committee.
- (4) Member of the HSSE Committee.

Each director will hold office until the next annual general meeting of Shareholders or until each director's successor is elected or appointed pursuant to the ABCA. As of the date of this AIF, our directors and officers, as a group, beneficially own, control or direct, directly or indirectly, an aggregate of 11,733,974 Common Shares representing approximately 5.0 percent of our issued and outstanding Common Shares. The information as to Common Shares beneficially owned, or controlled or directed, directly or indirectly not being within the knowledge of the Company, has been furnished by the respective individuals.

Corporate Cease Trade Orders

Other than as set out below, to the knowledge of the Company, no director or executive officer of the Company is, as at the date of this AIF, or has been, within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including Touchstone and any personal holding company of the director or executive officer) 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 (an "**Order**"); or
- (b) was subject to an Order that was issued after the director or executive officer 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.

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.

Bankruptcies and Insolvencies

Other than as set forth below, to the knowledge of the Company, no director or executive officer of the Company:

- (a) is, at the date of this AIF, or has been, within the ten years before the date of this AIF, 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 AIF, 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 director or executive officer.

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. 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 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 16, 2019.

Penalties and Sanctions

To the knowledge of the Company, other than as set forth below, no director or executive officer 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 investor in making an investment decision.

On May 16, 2023, Mr. Paul R. Baay entered into a Settlement Agreement with the ASC in relation to a breach of Section 147(4) of the *Securities Act* (Alberta) (the "**Settlement Agreement**"). Pursuant to the Settlement Agreement, Mr. Baay admitted that he, on six occasions between December 2019 and April 2021, emailed draft Touchstone news releases to an employee of a regulated Canadian investment dealer firm, who was a registered dealing representative of Touchstone (the "**Registrant**"), and, in such capacity, was responsible for the Company's Employee Share Ownership Plan, prior to such news releases being broadly distributed to the public. Mr. Baay emailed the draft Touchstone news releases to the Registrant during the evenings or on the weekends when both the TSX and AIM markets were closed. On each of the six occasions, Touchstone distributed the final versions of the Touchstone news releases to the public before the TSX and AIM markets opened for regular trading on the next trading day. Mr. Baay paid the ASC \$40,000 in settlement of the matter and completed training in public company governance best practice. The ASC did not require any market access bans on Mr. Baay as part of the Settlement Agreement.

Conflicts of Interest

The directors or officers of the Company may, from time to time, be involved with the business and operations of other oil and natural gas companies or otherwise be involved in natural resource exploration and development, in which case a conflict may arise. See the "*Risk Factors*" section herein.

Circumstances may arise where members of our Board of Directors serve as directors or officers of corporations which are in competition to our interests. No assurances can be given that opportunities identified by such Board members will be provided to us.

Our Board complies with all legal requirements relating to conflicts of interest and related party transactions. Directors must disclose their business and personal relationships with us and other companies or entities they have relationships with.

Conflicts of interest, if any, which arise will be subject to and governed by procedures prescribed by the ABCA which require a director or officer of a corporation who is a party to, or is a director or an officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract with the Company discloses their interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under the ABCA. In addition, in certain cases, an independent committee of our Board may be formed to deliberate on such matters in the absence of the interested party.

The Board's Audit Committee is responsible for reviewing all "related party transactions" (as defined by applicable regulations) and ensuring the nature and extent of such transactions are properly disclosed.

AUDIT COMMITTEE INFORMATION

Audit Committee Mandate

The complete text of the mandate of the Audit Committee is included in Appendix "C" of this AIF.

Composition of the Audit Committee and Qualifications

The members of the Audit Committee are Mr. Stanley T. Smith (Chair), Ms. Jenny Alfandary, Mr. Kenneth R. McKinnon and Mr. Peter Nicol, each of whom is independent (in accordance with National Instrument 52-110 - *Audit Committees*) and financially literate. The relevant education and experience of each Audit Committee member is outlined below.

Stanley T. Smith, Chair

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 natural gas exploration, production and service industries. 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 a member of the Institute of Corporate Directors.

Jenny Alfandary

Ms. Alfandary is a board member of The MEARIE Group and The Mackenzie Institute since 2022 and 2021, respectively. She is currently the Co-Chair of the Energy [X] Change, an advisory committee to the Ontario Energy Board, since 2021. Since 2017, Ms. Alfandary has been the Chair of the Advisory Council for the Faculty of Engineering and Architectural Science at the Toronto Metropolitan University and a professor for the Faculty of Applied Sciences and Technology at the University of Guelph-Humber.

Ms. Alfandary was formerly the President and Chief Executive Officer of Westario Power Inc. from 2020 to December 2022 and the Executive Vice President and Chief Information Officer of Metrolinx from 2019 to 2020. Ms. Alfandary was the President of Product Development National Security and Defence Sector at Aritel Communications from 2009 to 2017. Ms. Alfandary previously served as the Chair of the Advisory Board at HMG Strategy, CIOs, CISOs, CDOs Association from 2017 to 2022 and on the Alumni Board at Canadian Friends of Tel Aviv University from 2011 to 2022 as well as on the Advisory Board of the Engagement Committee at Vaughan Community Health Centre from 2008 to 2014. Ms. Alfandary is a member of the Institute of Corporate Directors.

Kenneth R. McKinnon

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 its incorporation in October 2012. Mr. McKinnon is a director and Chair of the Compensation Committee of Alvo Petro Energy Ltd., positions he has held since November 2013.

Mr. McKinnon was formerly a director, the Chair of the Audit Committee and the Chair of the Compensation and Governance Committee of The Supreme Cannabis Company Inc. and was formerly a director of Lightstream Resources Ltd. from October 2009 to December 2016 where he 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 Committee in each organization. Mr. McKinnon is a member of the Institute of Corporate Directors.

Peter Nicol

Mr. Nicol has over forty years of experience in the oil and natural 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 the Chair of the Board and Chair of the Audit Committee and Compensation Committees of Eco Atlantic Oil and Gas Ltd, a public company dual listed on the TSXV and AIM, as well as 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 natural 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, and as Head of European Oil and Gas Research at Goldman Sachs. Mr. Nicol started his career with British National Oil Corporation in a variety of commercial roles and holds a Bachelor of Science in mathematics and economics.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy to review and pre-approve any non-audit services to be provided to us by our external auditors and will consider the impact on the independence of such auditors. The Audit Committee may delegate to the Audit Chair the authority to pre-approve non-audit services, provided that the Chair reports such pre-approval to the Audit Committee at the next scheduled meeting, and the Chair complies with such other procedures as may be established by the Audit Committee from time to time.

External Auditor Service Fees

Effective September 29, 2021, KPMG LLP ("**KPMG**") was appointed auditors of the Company following an extensive external auditor review and proposal process conducted by Management and the Audit Committee and approved by the Board.

For the periods disclosed herein, the Audit Committee has reviewed the nature and amount of non-audit services provided by KPMG to the Company to ensure audit independence.

The following table summarizes the aggregate fees paid or payable to KPMG for the years ended December 31, 2023 and 2022. Invoices denominated in foreign currencies have been translated to Canadian dollars at average exchange rates for the relevant year.

Nature of Services	2023 Fees (C\$)	2022 Fees (C\$)
Audit fees ⁽¹⁾	299,551	223,341
Audit-related fees ⁽²⁾	-	-
Tax fees ⁽³⁾	-	-
All other fees ⁽⁴⁾	-	-
Total fees	299,551	223,341

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.

Reliance on Exemptions

At no time since the commencement of our most recently completed financial year have we relied on any of the exemptions contained in National Instrument 52-110 - *Audit Committees* with respect to independence or composition of our Audit Committee.

Audit Committee Oversight

At no time since commencement to the most recently completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by our Board of Directors.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, including purchase and sale agreements and exploration and production licence and marketing agreements, Touchstone has not entered into any material contracts during its most recently completed financial year, or before its most recently completed financial year that are still in effect, other than the Rights Plan and Loan Agreement (refer to the "*Description of Our Capital Structure*" section herein for further information).

The Rights Plan and Loan Agreement, as well as additional information relating to the Company contained in documents filed by the Company with the Canadian securities regulatory authorities, may be accessed through the Company's SEDAR+ profile (www.sedarplus.ca). Please see the "*Description of Our Business and Operations - Operating Agreements*" section herein for details regarding the Company's petroleum and natural gas exploration and production licence and marketing agreements.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the knowledge of the Company, as at the date of this AIF, there were no material legal proceedings to which the Company was a party or which any of its respective properties and assets was the subject matter of, nor were there any such proceedings known to the Company to be contemplated as at such date.

To the knowledge of the Company, as of the date of this AIF, there have not been any penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision, and the Company has not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority.

AUDITORS, TRANSFER AGENTS AND REGISTRAR

The independent auditor of the Company is KPMG LLP, Chartered Professional Accountants, Suite 3100, 205 - 5th Avenue SW, Calgary, Alberta, T2P 4B9. KPMG was appointed as our auditor on September 29, 2021 by the Board.

The Company's transfer agent and registrar for the Common Shares is Odyssey Trust Company, located at Suite 1230, 300 - 5th Avenue SW, Calgary, Alberta, T2P 3C4. The Company's depository and custodian in respect of its United Kingdom depository interests is Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Odyssey and Link Market Services Trustees Limited were appointed to their respective roles effective April 12, 2021 by the Board.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of any director or executive officer of the Company, of any Shareholder who beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of outstanding voting securities of the Company, or any other Informed Person (as defined in NI 51-102) or any known associate or affiliate of such persons, in any transaction within the three most recently completed financial years or during the current financial year of the Company which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

INTERESTS OF EXPERTS

We used KPMG LLP for external audit services for the year ended December 31, 2023. KPMG LLP has confirmed to us that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

GLJ Ltd. prepared the Reserves Report, the results of which are summarized in this AIF. None of the designated professionals of GLJ Ltd. have any registered or beneficial interests, direct or indirect, in any of our securities or other property of our associates or affiliates either at the time they prepared the statements, reports or valuations prepared by it, at any time thereafter, or to be received by them.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of us or any of our associates and affiliates, except for Thomas E. Valentine, our Corporate Secretary, who is a partner at Norton Rose Fulbright Canada LLP which law firm renders legal services to us.

RISK FACTORS

The following is a summary of certain risk factors relating to the business of Touchstone and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this AIF.

Investors should carefully consider the risk factors set out below and review all other information contained herein and in our other public filings before making an investment decision. The risks set out below are not an exhaustive list and should not be taken as a complete summary or description of all the risks associated with Touchstone's business and the international oil and natural gas business. The risks discussed below are based on certain assumptions the Company has made which later may prove to be incorrect or incomplete. Investors are encouraged to perform their own investigation with respect to our business, financial condition and prospects.

The risks and uncertainties described below are those that the Company's Management believes are material, but these risks and uncertainties may not be the only ones that Touchstone may face. Additional risks and uncertainties, including those that the Company's Management currently is not aware of or deem immaterial, may also result in decreased petroleum and natural gas sales, increased operating or capital expenses, may restrict our ability to pursue our strategic priorities, respond to changes in the operating environment, fulfil commitments and obligations, or other events that could lead to a decline in the value of any securities of Touchstone.

The exploration for and production of hydrocarbons is a highly speculative activity which involves a high degree of risk. Accordingly, the Common Shares should be regarded as a highly speculative investment, and an investment in the Company should only be made by those investors with the necessary expertise to evaluate the investment fully and who can sustain the total loss of their investment.

In assessing the risks of an investment in the Company's Common Shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the Management of Touchstone. Potential investors should carefully consider the following information about these risks, together with the information contained in Touchstone's continuous disclosure record available on SEDAR+ (www.sedarplus.ca) and on the Company's website (www.touchstoneexploration.com) before any purchase or sale of such securities. Investors should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in our Common Shares. If any of the following risks occurs, the business, financial condition and prospects of Touchstone could be adversely affected in a material way. In that case, the value of any securities of the Company could also decline, and investors could lose all or part of their investment.

The information set forth below contains "forward-looking statements", which are qualified by the information contained in the section of this AIF entitled "*Notes to Reader - Advisories - Forward-Looking Statements*".

General Risks Relating to Oil and Natural Gas Exploration, Development and Production

The Company's operations are subject to all the risks normally associated with the exploration, development, production and sale of petroleum and natural gas including geological risks, operating risks, development risks, marketing risks, decommissioning risks and logistical risks of operating in Trinidad. Losses resulting from the occurrence of any of these risks may have a material adverse effect on the Company's business, financial condition, results of operations and prospects as well as environmental and safety performance.

Petroleum and natural gas operations involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Drilling hazards, such as fire, explosion, blow-outs, cratering, spills, environmental damage, adverse geological conditions and various field operating conditions, including delays in obtaining governmental approvals or consents, shut-ins of wells or pipelines resulting from extreme weather conditions, insufficient storage or transportation capacity and other geological and mechanical conditions, could result in substantial damage to wells, production facilities, other property and the environment or in personal injury and could greatly increase the cost of operations and adversely affect the production from successful wells. Other factors affecting the exploration, development, production and sale of petroleum and natural gas that could result in decreases in profitability include: expiration or termination of the leases, licences, permits, LOAs, joint operation or venture agreements and marketing agreements, as applicable; sales price redeterminations or suspension of deliveries; future litigation; the timing and amount of insurance recoveries; work stoppages or other labour difficulties; changes in the market; and general economic conditions. As Touchstone maintains liability insurance coverage in an amount that it considers consistent with industry practices, it will not be fully insured against all risks nor are all such risks insurable. In either event, the Company could incur significant costs.

Future petroleum and natural gas exploration may involve unprofitable efforts, not only from dry wells but from wells that are productive but do not produce sufficient petroleum and natural gas sales to return a

profit after drilling, completion, production testing, operating and other costs. The completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating expenditures. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. While diligent well supervision, effective maintenance operations and the development of enhanced oil recovery technologies can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect petroleum and natural gas sales and cash flow levels to varying degrees and prospects.

As a participant in the oil and natural gas industry, the Company is exposed to a high level of exploration and production risk, upon which there is no assurance that hydrocarbon reserves will be discovered and economically produced. The Company's current and future (to the extent discovered or acquired) proved reserves will decline as reserves are produced from its properties unless it can acquire or develop new reserves. The business of exploring for, developing or acquiring reserves is capital intensive and is subject to numerous estimates and interpretations of geological and geophysical data. There can be no assurance that the Company's future exploration, development and acquisition activities will result in material additions of proved reserves or of further commercial quantities of petroleum and natural gas. A future increase in the Company's reserves will depend on both the ability of the Company to explore and develop its existing properties and its ability to select and acquire suitable producing properties or prospects. There is no assurance that the Company will be able continue to find satisfactory properties to acquire or participate in. Moreover, Management of the Company may determine that current markets, terms of acquisition, participation or pricing conditions make potential acquisitions or participation uneconomic. There is also no assurance that the Company will discover or acquire further commercial quantities of petroleum and natural gas. To manage this risk, to the extent possible, Touchstone employs or contracts highly qualified geologists, uses technology such as seismic and current information system technology as primary exploration tools, and focuses its exploration efforts in known hydrocarbon-producing basins. The Company may also choose to mitigate exploration risk through acquisitions that may require raising additional funds.

It is difficult to project the costs of implementing any exploratory drilling program due to the inherent uncertainties of drilling in unknown formations; the costs associated with encountering various drilling conditions such as unexpected formations or over pressured zones; premature declines of reservoirs and the invasion of water into producing formations; potential environmental damage, blow-outs, cratering, fires and spills, all of which could result in personal injuries, loss of life or threaten wildlife and damage to property of the Company and others; tools lost in the hole; and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

Foreign Location of Assets and Foreign Economic and Political Risk

Touchstone is subject to additional risks associated with international operations. The Company's operations may be adversely affected by changes in foreign government policies and legislation or social instability and other factors which are not within the control of Touchstone, including, but not limited to: nationalization, expropriation of property without fair compensation or marketable compensation; changes in laws and policies impacting foreign trade and investment; renegotiation or nullification of existing concessions and contracts; the imposition of specific drilling obligations and the development and abandonment of fields; changes in energy and environmental policies or the personnel administering them; changes in petroleum and natural gas pricing policies; the actions of national labour unions; currency fluctuations and devaluations; currency exchange controls; economic sanctions; taxation of the oil and natural gas sector; and other risks arising out of foreign governmental sovereignty over the areas in which Touchstone's operations are or will be conducted. If the Company's operations are disrupted and/or the economic integrity of its projects are threatened for unexpected reasons, its business may be harmed. Prolonged problems may threaten the commercial viability of its operations. In addition, there can be no assurance that contracts, licences, licence applications or other legal arrangements will not be adversely affected by changes in governments in foreign jurisdictions, the actions of government authorities or others, or the effectiveness and enforcement of such arrangements.

In the event of a dispute arising in connection with Touchstone's operations in Trinidad, the Company may

be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of the courts of Canada or enforcing Canadian judgements in such other jurisdictions. Touchstone may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. Accordingly, Touchstone's exploration, development and production activities in Trinidad could be substantially affected by factors beyond the Company's control, any of which could have a material adverse effect.

Acquiring interests and conducting exploration and development operations in foreign jurisdictions often require compliance with numerous and extensive procedures and formalities. These procedures and formalities may result in unexpected or lengthy delays in commencing important business activities. In some cases, failure to follow such formalities or obtain relevant evidence may call into question the validity of the entity or the actions taken. Management is unable to predict the effect of additional corporate, environmental and regulatory formalities which may be adopted in the future including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

Although Management considers political conditions in Trinidad as generally stable, changes may occur in its political, fiscal and legal systems, which might affect the ownership or operation of the Company's interests including, inter alia, changes in exchange rates, exchange control regulations, expropriation of petroleum and natural gas rights, changes in government and in legislative, and fiscal and regulatory regimes. Touchstone's current business strategy, including its risk management strategies, have been formulated in the light of the current political and regulatory environment and likely future changes. The political and regulatory environment may change in the future, and such changes may have a material adverse effect on the Company.

Touchstone may in the future acquire petroleum and natural gas properties and operations outside of Trinidad, which expansion may present challenges and risks that the Company has not faced in the past, any of which could adversely affect the results of operations and/or financial condition of Touchstone.

Commodity Prices and Marketing

Our operational results and financial condition are dependent on the commodity prices received for our crude oil, NGL and natural gas production. We have entered into a long-term fixed price natural gas contract for our Ortoire natural gas production. However, movements in crude oil and liquids pricing could affect our cash from operating activities, the value of our development properties, the level of capital expenditures and our ability to meet financial obligations as they come due.

Commodity prices have historically been, and continue to be, volatile. Touchstone expects this volatility to continue. The Company makes price assumptions that are used for planning purposes, and a significant portion of its cash outflows, including operating expenses and capital expenditures, are largely fixed in nature. Accordingly, if commodity prices are below the expectations on which these commitments were based, Touchstone's financial results are likely to be adversely and disproportionately affected because these cash outflows are not variable in the short term and cannot be quickly reduced to respond to unanticipated decreases in commodity prices. Price volatility also makes it difficult to budget for and forecast returns on acquisitions and development and exploitation projects. The Company monitors market conditions and may selectively utilize derivative instruments to reduce exposure to crude oil and liquids price movements. However, the Company is of the view that it is neither appropriate nor possible to eliminate 100 percent of its exposure to crude oil and liquids price volatility.

Numerous factors beyond Touchstone's control do and will continue to affect the marketability and price of crude oil and liquids acquired, produced or discovered by the Company. Accordingly, commodity prices are the Company's most significant financial risk. Prices for crude oil are subject to large fluctuations in response to relatively minor changes in supply and demand, market uncertainty, and a variety of additional factors beyond the control of Touchstone. These factors include, but are not limited to, the impact of pandemics; economic and political conditions in the United States, Canada, Europe, Russia, China and emerging markets; global energy policy such as the actions of Organization of Petroleum Exporting

Countries ("OPEC") and other oil and natural gas exporting nations; governmental regulation; global political stability; the foreign supply and demand of crude oil; risks of supply disruption; the price of foreign imports; and the availability of alternative fuel sources. Crude oil prices may be continue to be volatile for a variety of reasons including market uncertainties over the supply and demand due to the current state of the global economy, the impact of regional and/or global health-related events on economic activity levels and energy demand such as a resurgence of the COVID-19 pandemic, OPEC and non-OPEC producers' actions in respect of supply, political uncertainties, slowing growth in emerging economies, weakening global relationships and trade relationships, sanctions imposed on certain oil producing nations by other countries and ongoing geopolitical conflicts, including the impact and duration of the ongoing military actions between Russia and Ukraine, as well as Israel and Palestine.

The Company's ability to market its petroleum and natural gas depends upon its ability to access capacity on third-party pipelines to products to commercial markets. Deliverability uncertainties related to the distance the Company's reserves are to pipelines, processing and storage facilities, operational problems affecting third-party pipelines and facilities and government regulation relating to prices, taxes, royalties, land tenure, allowable production, and the export of crude oil and liquids. Many other aspects of the crude oil and natural gas business may also affect the Company. At present, crude oil and liquids sales are generally benchmarked against Brent reference prices and subject to price differentials for crude quality. Further, prices for crude oil and liquids are also subject to the availability of foreign markets and Heritage's ability to access such markets.

A material decline in crude oil and liquids prices will result in a reduction of the Company's petroleum sales and cash from operating activities. The economics of producing from some wells may change because of lower prices, which could result in reduced production and a reduction in the volumes and the value of the Company's reserves. The Company may also elect not to produce from certain wells at lower prices. In addition, lower commodity prices restrict the Company's cash from operating activities resulting in less cash being available to fund the Company's capital expenditure budget. As a result, the Company may not be able to replace its production with additional reserves, and both the Company's production and reserves could be reduced on a year-over-year basis. In addition to possibly resulting in a decrease in the value of the Company's economically recoverable reserves, lower commodity prices may also result in a decline in the value of the Company's developed petroleum and natural gas assets, which could also have the effect of requiring a write-down of the carrying value of the Company's petroleum and natural gas assets on its consolidated balance sheet and the recognition of an impairment loss in its consolidated statements of comprehensive income (loss). Furthermore, the Company may have difficulty raising additional funds, or if it is able to do so it may be on unfavourable and highly dilutive terms. Any of these factors could negatively affect Touchstone's ability to replace its production and its future rate of growth. In addition, volatile petroleum and natural gas prices make it difficult to estimate the value of producing properties for acquisitions and often cause disruption in the market for producing properties, as buyers and sellers have difficulty agreeing on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

The Company entered into a long-term fixed price natural gas sales agreement in 2020 with NGC for Ortoire block production volumes, which contains options for price negotiations on each fifth anniversary of the initial October 2022 production date. The price of natural gas in Trinidad is predominantly based on domestic supply and demand, with demand largely from domestic power generation and petrochemical facilities. There can be no guarantee that the Company may be able to negotiate future price increases for natural gas, and a material decline in natural gas sales prices will result in a reduction of the Company's cash from operating activities and financial position. Lower natural gas prices may also affect the volume and value of the Company's natural gas reserves rendering certain reserves uneconomic.

These factors could result in a material decrease in the Company's expected petroleum and natural gas sales and a reduction in its petroleum and natural gas production, development and exploration activities. Any substantial and extended decline in the price of crude oil and natural gas would have an adverse effect on the carrying value of the Company's reserves, borrowing capacity, petroleum and natural gas sales, profitability and cash from operating activities and may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Adverse Economic Conditions

The demand for energy, including crude oil and natural gas, is generally linked to broad-based economic activities. If there was a slowdown in economic growth, an economic downturn or recession or other adverse economic or political development in the United States, Europe or Asia, there could be a significant adverse effect on global financial markets and commodity prices. In addition, hostilities in the Middle East, Ukraine and Taiwan and the occurrence or threat of terrorist attacks in the United States or other countries could adversely affect the global economy. Global or national health concerns, including the outbreak of a pandemic or contagious diseases, such as COVID-19, may adversely affect the Company by (i) reducing global economic activity thereby resulting in lower demand for crude oil and natural gas, (ii) impairing its supply chain, for example, by limiting the manufacturing of materials or the supply of goods and services used in Touchstone's operations, and (iii) affecting the health of its workforce, rendering employees unable to work or travel. These and other factors disclosed herein that affect the supply and demand for crude oil and natural gas and the Company's business and industry could ultimately have an adverse impact on Touchstone's financial condition, financial performance and cash flows.

Environmental Regulations

The Company is subject to environmental laws and regulations that affect aspects of the Company's past, present and future operations. Extensive environmental laws and regulations in Trinidad set various standards regulating certain aspects of health and environmental quality, including air emissions, noise pollution, water quality, wastewater discharges and the generation, transport and disposal of waste and hazardous substances; provide for penalties and other liabilities for the violation of such standards; and establish obligations to remediate current and former facilities and locations where operations are or have been conducted. In addition, special provisions may be appropriate or required in environmentally sensitive areas of operation. The Company adopts prudent and industry-recommended field operating procedures for all operations, as well as maintaining a robust health, safety and environmental program in order to protect the environment, our employees and consultants, and the general public.

These environmental laws and regulations impose certain costs and risks on the Company, and there remain some uncertainty with regard to the impact of climate change and environmental laws and regulations on Touchstone, as the Company is unable to predict additional legislation or amendments that the Trinidadian government may enact in the future. Any new laws and regulations, or additional requirements to existing laws and regulations, could have a material impact on the Company's operations and cash flows. Touchstone has a plan in place to monitor and disclose key metrics surrounding the environmental impacts of its operations in our annual sustainability reports.

The Company's activities have the potential to impair natural habitat, damage plant and wildlife, or cause contamination to land or water that may require remediation under applicable laws and regulations. These laws and regulations require the Company to obtain and comply with a variety of environmental registrations, licences, permits and other approvals. In Trinidad, licencing and permitting processes relating to the exploring and drilling for and development of petroleum and natural gas, including any required marketing infrastructure take significant time, and they are outside the control of the Company. Environmental regulations place restrictions and prohibitions on emissions of various substances produced concurrently with petroleum and natural gas and can impact on the selection of drilling sites and facility locations, potentially resulting in increased capital expenditures. Both public officials and private individuals may seek to enforce environmental laws and regulations against the Company. Failure to comply with current and proposed regulations can have a material adverse effect on the Company's business and results of operations by substantially increasing its capital expenditures and compliance costs and affecting its ability to meet its financial obligations, including debt payments. It may also lead to the modification or cancellation of licences, sub-licences and permits, penalties and other corrective actions which may have an impact on production operations.

Significant liability could be imposed on the Company for costs resulting from potential unknown and unforeseeable environmental impacts arising from the Company's operations, including clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by

previous owners of properties purchased by Touchstone or non-compliance with environmental laws or regulations.

Given the nature of the Company's business, there are inherent risks of crude oil and liquids spills occurring at the Company's drilling and operations sites. Large spills of crude oil and NGLs can result in significant clean-up costs. Liquids spills can occur from operational issues, such as operational failure, accidents and deterioration and malfunctioning of equipment. In Trinidad, crude oil and liquids spills can also occur as a result of sabotage and damage to well equipment and pipelines. In June 2022, the Company had an incident where a gathering pipeline was cut, resulting in an oil spill.

Further, the Company sells crude oil and liquids at various sales batteries stations, and the liquids are primarily transported from wells to the sales battery by trucks. There is an inherent risk of crude oil and liquids spills caused by road accidents which the Company may still be deemed to be responsible for as the owner of the crude oil. All of these may lead to significant potential environmental liabilities, such as clean-up and litigation costs, which may have a material adverse effect on the Company's financial condition, cash flow and results of operations. Depending on the cause and severity of the liquids spill, the Company's reputation may also be adversely affected, which could limit the Company's ability to obtain permits and affect its future operations.

To prevent and/or mitigate potential environmental liabilities from occurring, the Company has policies and procedures designed to avoid and contain crude oil and NGL spills. The Company works to minimize spills through facilities that are safely operated, effective operations integrity management, continuous employee training, regular upgrades to facilities and equipment, and implementation of a comprehensive inspection system. Also, the Company's facilities and operations are subject to routine inspection by various authorities in Trinidad to evaluate the Company's compliance with various laws and regulations.

Touchstone maintains current insurance coverage for comprehensive and general liability as well as limited pollution liability. The amount and terms of this insurance are reviewed on an ongoing basis and adjusted as necessary to reflect current corporate requirements, as well as industry standards and government regulations. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities could reduce or eliminate its available funds and result in financial distress.

Although the Company believes that it is in material compliance with current applicable environmental legislation, no assurance can be given that environmental compliance requirements will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Sole Purchaser Risk and the Ability to Market

The Company is exposed to sole purchaser risk in Trinidad as Heritage is the sole purchaser of crude oil and liquids production, and NGC is the sole purchaser of natural gas production. Touchstone's ability to market its petroleum and natural gas products depends upon numerous factors beyond its control, including the availability of third-party pipeline capacity, the supply of and demand for petroleum and natural gas, the availability of alternative fuel sources, the counterparty's future financial viability, and the effects of weather conditions. Deliverability uncertainties relate to third-party processing and storage facilities, operational problems affecting pipelines and facilities as well as government regulation relating to prices, income taxes, royalties, land tenure, allowable production, the export of crude oil, and domestic usage of natural gas. Because of these factors, Touchstone could be unable to market or to obtain competitive prices for the petroleum and natural gas it produces.

The amount of petroleum and natural gas that Touchstone can produce and sell is subject to the accessibility, availability, proximity and capacity of these third-party processing facilities and pipeline systems and over which the Company does not have control. From time to time, these facilities may discontinue or decrease operations either as a result of normal servicing requirements or as a result of unexpected events. A discontinuation or decrease of operations could have a materially adverse effect on

the Company's ability to market its petroleum and natural gas production. The lack of availability of capacity in any of the third-party processing facilities and pipeline systems could result in Touchstone's inability to realize the full economic potential of its production or in a material reduction of the price offered for its production. Any significant change in market factors or other conditions affecting these infrastructure systems and facilities, as well as delays in constructing new infrastructure systems and facilities, could harm the Company's business and, in turn, the Company's financial condition, results of operations and cash from operating activities.

Climate Change Transition Risks

Regulation and policies

There is growing international concern regarding climate change, and there has been a significant increase in focus on the timing and pace of the transition to a lower-carbon economy. Greenhouse gas ("GHG") emissions legislation is emerging and is subject to change. Governments, financial institutions, insurance companies, environmental and governance organizations, institutional investors, social and environmental activists, and individuals are increasingly seeking to implement, among other things, regulatory and policy changes, changes in investment patterns, and modifications in energy consumption habits and trends, which individually and collectively are intended to or have the effect of accelerating the reduction in the global consumption of carbon-based energy, the conversion of energy usage to less carbon-intensive forms and the general migration of energy usage away from carbon-based forms of energy. The impact of such efforts requires Management to dedicate significant time and resources to these evolving climate-related change concerns and may adversely affect the Company's operations, the demand for and price of Touchstone's petroleum and natural gas production, its cost of capital and access to capital markets.

Climate change and its associated impacts may increase Touchstone's exposure to, and magnitude of, each of the risks identified herein. Overall, the Company is not able to estimate at this time the degree to which climate-related regulatory, climatic conditions, and climate-related transition risks could impact Touchstone's financial and operating results. Foreign and domestic governments continue to evaluate and implement policy, legislation, and regulations focused on restricting GHG emissions and promoting adaptation to climate change and the transition to a low-carbon economy. Current GHG emissions legislation has not resulted in material compliance costs; however, it is not possible to predict what measures foreign and domestic governments may implement in this regard, nor is it possible to predict the requirements that such measures may impose or when such measures may be implemented. In addition, international multilateral agreements, the obligations adopted thereunder and legal challenges concerning the adequacy of climate-related policy brought against foreign and domestic governments may accelerate the implementation of these measures. The Company's business, financial condition, results of operations, cash flows, reputation, access to capital, access to insurance, cost of borrowing, and ability to fund business plans may, in particular, without limitation, be adversely impacted as a result of climate change and its associated impacts. Given the evolving nature of climate change policy and the control of GHG emissions and resulting requirements, it is expected that current and future climate change regulations will have the effect of increasing Touchstone's operating expenses and, in the long-term, potentially reducing the demand for petroleum and natural gas, resulting in a decrease in the Company's profitability and a reduction in the value of its assets.

Trinidad currently has national policies (national environmental policy and national climate change policy) that address, inter alia, the issue of mitigation or reduction of GHG emissions. The national climate change policy aims to provide policy guidance for the development of an appropriate administrative and legislative framework for the pursuance of low-carbon development through suitable and relevant strategies and actions to address climate change, including sectoral and cross-sectoral adaptation and mitigation measures. The policy is guided by the objective of reducing or avoiding GHG emissions from all emitting sectors. Notwithstanding this, the EMA, which is the existing statute for environmental matters, does not specifically address GHG emissions but does express provisions for carbon dioxide.

Touchstone is committed to transparent and comprehensive reporting of its sustainability performance and considers existing standards, such as the Global Reporting Initiative Sustainability Reporting Standards,

the Sustainability Accounting Standards Board's documentation, and the guidelines set forth by the Task Force on Climate-related Financial Disclosures. Emissions, carbon and other regulations impacting climate and climate-related matters are constantly evolving. With respect to ESG and climate reporting, the International Sustainability Standards Board ("**ISSB**") issued an IFRS Sustainability Disclosure Standard with the aim to develop sustainability disclosure standards that are globally consistent, comparable and reliable. On June 26, 2023, the ISSB released two standards: IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures*. The Canadian Sustainability Standards Board has been formed to support the adoption of international sustainability standards in Canada, which will include decisions about adoption and effective dates of IFRS S1 and IFRS S2. In addition, the Canadian Securities Administrators have issued a proposed National Instrument 51-107 - *Disclosure of Climate-related Matters*.

The cost to comply with these standards and others that may be developed or evolved over time have yet to be quantified by the Company and it is possible that the long-term effects of these new regulations will affect the Company's business, results from operations, access to capital and financial condition. If the Company is not able to meet future sustainability reporting requirements of regulators or current and future expectations of investors, insurance providers or other stakeholders, its business and ability to attract and retain skilled employees, obtain regulatory permits, licences, registrations, approval and authorizations from various governmental authorities and raise capital may be adversely affected.

Litigation related to climate change

In recent years there has been an increase in related climate change litigation in various jurisdictions including Canada, the United States and internationally. Various claims have been asserted, including that energy producers contribute to climate change, are not reasonably managing business risks associated with climate change, and have not adequately disclosed business risks of climate change. While many of the related climate change actions are in preliminary stages of litigation, and in some cases declare novel or unproven causes of action, there can be no assurance that legal, societal, scientific and political developments will not increase the likelihood of successful related climate change litigation against energy producers, including Touchstone. The outcome of any such litigation is uncertain and may materially impact the Company's business, financial condition or results of operations. Touchstone may also be subject to adverse publicity associated with such matters, which may negatively affect public perception and Company's reputation, regardless of whether Touchstone is ultimately found responsible. The Company may be required to incur significant expenses or devote considerable resources in defense against any such litigation.

Technology

The Company depends on, among other things, the availability and scalability of existing and emerging technologies to meet its goals, including ESG targets and goals. Limitations related to the development, adoption and success of these technologies could have a negative impact on long-term business resilience.

Demand and commodity prices

Full conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to petroleum and natural gas, and technological advances in fuel economy and renewable energy generation devices could reduce the demand for petroleum products. Recently, certain jurisdictions have implemented policies or incentives to decrease the use of fossil fuels and encourage the use of renewable fuel alternatives, which may lessen the demand for petroleum products and put downward pressure on commodity prices. In addition, advancements in energy efficient products have a similar effect on the demand for petroleum and natural gas. The Company cannot predict the impact of changing demand for petroleum and natural gas products, and any major changes may have a material adverse effect on Touchstone's business, financial condition, results of operations and cash from operating activities by decreasing the Company's profitability, increasing its costs and decreasing the value of its assets.

Access to capital and insurance

Capital markets are adjusting to the risks that climate change poses, and as a result, the Company's ability to access capital and secure necessary or prudent insurance coverage may also be adversely affected in the event that institutional investors, credit rating agencies, lenders and/or insurers adopt more restrictive decarbonization policies. Certain insurance companies have taken actions or announced policies to limit available coverage for companies which derive some or all of their revenue from the oil and natural gas sector. As a result of these policies, premiums and deductibles for some or all insurance policies could increase substantially. In some instances, coverage may be reduced or become unavailable, and the Company may not be able to renew its existing policies or procure other desirable insurance coverage, on commercially reasonable terms or at all. The future development of the business may be dependent upon Touchstone's ability to obtain additional capital, including debt and equity financing. Further, to the extent financial markets view climate change and GHG emissions as a financial risk, this could negatively impact the Company's cost of or access to capital.

Changing investor sentiment

A number of factors, including concerns of the effects of the use of fossil fuels on climate change, the impact of oil and natural gas operations on the environment, environmental damage relating to spills of petroleum products during transportation and landowners' rights, have affected certain investors', lenders' and insurers' sentiments towards investing in, lending to and insuring participants in the oil and natural gas industry. As a result of these concerns, some institutional, retail and public investors, lenders and insurers have announced that they no longer are willing to fund or invest in, lend to or insure, petroleum and natural gas properties or companies or are reducing the amount thereof over time. Certain stakeholders have also pressured insurance providers and commercial and investment banks to reduce or stop financing and providing insurance coverage to oil and natural gas and related infrastructure businesses and projects. In addition, certain institutional investors are requesting that issuers develop and implement more robust ESG policies and practices. Developing and implementing such policies and practices can involve significant costs and require a considerable time commitment from the Board, Management and employees of the Company. Failing to implement the policies and practices as requested by institutional investors, lenders and insurers, may result in such investors reducing their investment in or loan to the Company, or not investing in or lending to Touchstone at all, or such insurers refusing to insure the Company. Any reduction in the investor, lender or insurance base interested or willing to invest in, lend to or insure participants the oil and natural gas industry, and more specifically the Company, may result in limiting Touchstone's access to capital and increasing its cost of capital or insurance, and decreasing the price and liquidity of the Company's Common Shares even if Touchstone's operating results, underlying asset values or business prospects have not changed or have improved. Additionally, these factors, as well as other related factors, may cause a decrease in the value of the Company's assets and Common Shares.

Shareholder activism

Shareholder activism has been increasing generally and in the energy industry. Investors may from time-to-time attempt to affect changes to the Company's business or governance, with respect to climate changes or otherwise, by means such as shareholder proposals, public campaigns, proxy solicitations or otherwise. Such actions could adversely impact Touchstone by distracting the Board and Management from core business operations, increasing advisory fees and related costs, interfering with the Company's ability to successfully execute on strategic transactions and plans and provoking perceived uncertainty about the future direction of the business.

Climate Change Physical Risks

Weather and climate affect demand, and therefore, the predictability of the demand for energy is affected to a large degree by the predictability of weather and climate. The potential physical risks resulting from climate change are long-term in nature and associated with a high degree of uncertainty regarding timing, scope and severity of probable impacts on the Company's exploration and production operations.

The Company's crude oil and liquids volumes are delivered to a coastal export location and processing facilities via a network of pipeline and gathering systems. Touchstone's natural gas sales are delivered via a network of third-party pipelines and processing facilities. Without other transportation alternatives, sales of production could be disrupted by weather-related or other natural events which damage these pipelines. If petroleum liquids have to be trucked to other sales batteries or to the coastal export location, operating and transportation costs will increase. If petroleum or natural gas production is curtailed, petroleum and natural gas sales and cash from operating activities will decrease. Extreme variable weather conditions such as heavy rainfall and wildfires may restrict the Company's ability to access its properties and assets and may cause operational difficulties, including damage to equipment and infrastructure and increasing the risk of personnel injury as a result of dangerous working conditions. Certain of the Company's assets are locations that are proximate to forests and rivers, and a wildfire or flood may lead to significant downtime and/or damage to the Company's assets or cause disruptions to the production and transport of its products or the delivery of goods and services in its supply chain. Touchstone would incur delays and expenses responding to such events, repairing damaged equipment and resuming operations. Although the insurance policies may compensate for part of the losses, they will not compensate all of the losses. Such events consume both financial resources and Management and employee time that would otherwise be directed towards the development of the business and the pursuit of business strategy, and there is no assurance that such events would not occur again in the future with equal or greater severity.

Reserves Estimates

There are numerous uncertainties inherent in estimating quantities of recoverable petroleum and natural gas reserves and the future cash flows attributed to such reserves. The reserves and associated cash flow information herein are estimates only. In general, estimates of economically recoverable petroleum and natural gas reserves (including the breakdown of reserves by product type) and the future net cash flows therefrom are based upon a number of variable factors and assumptions, including forward commodity prices, historical production from the properties, production rates and estimated production decline rates, estimated ultimate reserve recovery, changes in technology, timing and amount of capital and abandonment expenditures, marketability of petroleum and natural gas, future operating expenses, royalty rates, income tax rates, and the assumed effects of regulation by governmental agencies, all of which may vary materially from actual results.

For those reasons, among others, estimates of economically recoverable crude oil, NGL and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves may vary, and such variations may be material. The actual production, petroleum and natural gas sales, royalties, operating costs, future development costs, abandonment and reclamation costs and income tax expenses with respect to the reserves associated with the Company's properties may vary from the information presented herein, and such variations could be material. In addition, income tax estimates set forth herein are calculated by utilizing the Company's estimated December 31, 2023 tax pools and non-capital losses and do not represent an estimate of the value at the business entity level, which may be materially different.

In accordance with applicable securities laws, the Company's independent reserves evaluator has used forecast prices and costs in estimating the reserves and future net cash flows as summarized herein. Actual future net cash flows will be affected by other factors, such as actual production levels, supply and demand for petroleum and natural gas, curtailments or increases in consumption by petroleum and natural gas purchasers, changes in governmental regulation or taxation and the impact of inflation and foreign exchange rates on costs. Reserves data is based on judgments regarding future events; therefore, actual results will vary, and variations may be material.

The Company's reserves evaluator forecasts reserve volumes and future cash flows based upon current and historical well performance through to the economic production limit of individual wells. Notwithstanding established precedence and contractual options for the continuation and renewal of the Company's existing licence, sub-licence and marketing agreements, in many cases, the forecasted economic limit of individual wells is beyond the current term of the relevant agreements, and there is no certainty as to any renewal of the Company's existing production and marketing arrangements.

Actual production and cash flows derived from the Company's petroleum and natural gas reserves will vary from the estimates contained in the reserve evaluation, and such variations could be material. The reserve evaluation is based in part on the assumed success of activities the Company intends to undertake in future years. The reserves and estimated cash flows to be derived therefrom and contained in the reserve evaluation will be reduced to the extent that such activities do not achieve the level of success assumed in the reserve evaluation. The reserve evaluation is effective as of a specific effective date and, except as may be specifically stated, has not been updated and therefore does not reflect changes in the Company's reserves since that date.

The estimation of proved reserves that may be developed and produced in the future may be based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. Recovery factors and drainage areas are estimated by experience and analogy to similar producing pools. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history and production practices will result in variations in the estimated reserves, and such variations could be material.

The Trinidad Exploration and Production Agreements

The current exploration and production licences, LOAs and joint operating agreements with respect to Touchstone's properties contain significant obligations on the part of the Company's subsidiaries including minimum work commitments which, upon a continuing default, may give rise to the termination of the Company's operatorship interest therein. There are no assurances that all of these commitments will be fulfilled within the time frames allowed. As such, Touchstone may lose certain exploration and production rights on the licenced areas affected and may be subject to certain financial penalties that would be levied by Heritage, the MEEI, or the other parties thereto, as applicable. The current forms of licences and sub-licences, as applicable, may, in certain circumstances, be terminated at Heritage's or the MEEI's discretion and are subject to a defined term, and there is no certainty as to any renewal.

The Company is subject to relinquishment obligations under its MEEI exploration and production licences which oblige the Company to surrender certain proportions of its licenced areas and thereby reduce the Company's acreage. Additionally, the Company may be unable to drill all of its prospects or satisfy its minimum work commitments prior to relinquishment and may be unable to meet its obligations under the licences. Failure to meet such obligations could result in licences being suspended, revoked or terminated which could have a material adverse effect on the business.

Title Issues

Touchstone holds its lease interests in Trinidad through government exploration and production licences, private leases and Heritage issued LOAs. Although title and legal reviews may be conducted prior to the acquisition of lease or licence interests or operating and other contractual rights, or the commencement of drilling wells, such reviews do not guarantee or certify that an unforeseen defect in the chain of title or entitlement will not arise to defeat Touchstone's claim which could result in a reduction of any petroleum and natural gas sales to be received by the Company. No assurance can be given that applicable governments will not revoke, or significantly alter the conditions of, the applicable exploration and development authorizations and that such exploration and development authorizations will not be challenged or impugned by third parties. There is no certainty that such rights or additional rights applied for will be granted or renewed on terms satisfactory to the Company. There can be no assurance that claims by third parties against Touchstone or any of its subsidiaries will not be asserted at a future date. Any challenges may have a material adverse effect on its business, financial conditions, results of operations and prospects.

Further, the Company is operating under a number of private lease agreements which have expired and are currently being renegotiated. Based on legal opinions obtained from Trinidad legal counsel, the Company is continuing to recognize petroleum sales as operator, is paying all associated royalties and taxes, and no title to its lands in Trinidad has been disputed. However, there is no certainty that such expired lease agreements will be renewed, on terms satisfactory to the Company or at all, or that the Company's

rights as operator will not be disputed.

The assignment of working interests under the exploration and production contracts in the jurisdictions in which the Company operates is a detailed and time-consuming process. The Company's properties may be subject to unforeseen surface and subsurface title claims. The Company will diligently investigate title to all properties and will follow usual industry practice in obtaining satisfactory title opinions. To the best of the Company's knowledge, title to all of Touchstone's core properties are in good standing; however, this should not be construed as a guarantee of title. Title to the properties may be affected by undisclosed and undetected defects. The Company does not warrant title to its petroleum and natural gas properties.

Substantial Capital Requirements and Additional Funding

The Company anticipates making substantial capital expenditures for the acquisition, exploration, development and production of petroleum and natural gas reserves in the future. If the Company's petroleum and natural gas sales or reserves decline, it may have limited ability to expend the capital necessary to undertake or complete future drilling programs and may require additional financing to do so. As a result of global economic and political volatility, the Company may from time to time have restricted access to capital and increased borrowing costs. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. Touchstone's inability to raise funding to support ongoing operations and to fund capital expenditures or acquisitions may limit the Company's growth, may affect the Company's ability to expend the necessary capital to replace its reserves or to maintain its production or may have a material adverse effect upon the Company's financial condition, results of operations or prospects. The ability of Touchstone to arrange financing in the future will depend in part upon the prevailing capital market conditions, commodity prices, risk associated with international petroleum and natural gas operations, interest rates, royalty rates, tax burden due to current and future income tax laws, investors' interest in the energy industry, as well as the business performance of the Company. Fluctuations in commodity prices may affect lending policies for potential future lenders. This may be further complicated by the limited market liquidity for shares of smaller internationally focused companies, restricting access to some institutional investors. This in turn could limit growth prospects in the short-term or may even require Touchstone to dedicate existing cash balances or cash from operating activities, dispose of properties or raise new equity to continue operations under circumstances of declining energy prices, disappointing drilling results, or economic or political dislocation in foreign countries. To the extent that external sources of capital become limited, unavailable or available on onerous terms, the Company's ability to make capital investments and maintain existing assets may be impaired, and its assets, liabilities, business, financial condition and results of operations may be subsequently affected materially and adversely.

The costs associated with Touchstone's future capital programs and abandonment and reclamation costs could be materially higher than expected, and Touchstone may experience adverse variances to budget with respect to capital expenditures. The Company could therefore require additional funding in the future to fulfill its stated objectives, and there can be no assurance that such funding will be available to Touchstone on favourable terms, or at all. If additional financing is raised by the issuance of Common Shares, control of the Company may change, and Shareholders may suffer additional dilution. The Company cannot predict the size of future issuances of equity or the issuance of debt or the effect, if any, or the future issuances and sales of the Company's securities will have on the market price of the Company's outstanding Common Shares. Failure to obtain any financing necessary for the Company's capital expenditure plans may result in a delay in development or production on the Company's properties, cause the Company to forfeit its interest in certain properties, miss strategic acquisition opportunities or reduce or terminate its operations.

Project Risks

Touchstone manages a variety of projects in the conduct of its business. Project interruptions may delay expected petroleum and natural gas production and sales therefrom. Significant project cost overruns could make a project uneconomic. The Company's ability to execute projects and to produce petroleum and natural gas depends upon numerous factors beyond its control, including: availability of facility equipment

and related supplies; availability of processing capacity; availability and proximity of pipeline capacity; availability of storage capacity; effects of inclement and severe weather events, including fire and flooding; availability of drilling and related equipment and supplies; unexpected cost increases; accidental events; currency fluctuations; regulatory changes; availability and productivity of skilled labour; and regulation of the oil and natural gas industry where it operates. Additionally, some of the equipment is specialized and may be difficult to obtain in the Company's area of operations, which could hamper or delay operations and could increase the cost.

If cash from operating activities and funds from external financing sources are not sufficient to cover the Company's capital expenditure requirements, the Company may be required to reallocate available capital among its projects or modify its capital expenditure plans, which may result in delays to, or cancellation of, certain projects or deferral of certain capital expenditures. Any change to the Company's capital expenditure plans could, in turn, have a material adverse effect on its growth objectives and its business, financial position and results of operations. Because of these factors, the Company could be unable to execute projects on time, on budget, or at all.

Loan Agreement Indebtedness and Observance of Certain Restrictive Covenants under the Terms of Indebtedness

The Company's Loan Agreement may impose operating and financial restrictions on the Company that could include restrictions on the payment of dividends, repurchase or making of other distributions with respect to the Company's securities, incurring of additional indebtedness, the provision of guarantees, the assumption of loans, making of capital expenditures, acquiring of further assets, entering into amalgamations, mergers, take-over bids or disposition of assets, among others. The need to meet such thresholds or observe such restrictions could hinder Touchstone's ability to carry out its business strategy. In addition, the Company is required to comply with financial covenants on an annual basis. A breach of the terms of Touchstone's indebtedness could cause a default under the terms of its indebtedness, resulting in some or all of its indebtedness to become immediately due and payable. Such action could adversely affect the Company's operating results and financial condition. It is uncertain whether the Company's and/or its subsidiaries' assets would be sufficient to generate the funds necessary to repay such indebtedness in the event of its acceleration. Events beyond the Company's control may contribute to the failure of the Company to comply with such covenants.

Pursuant to the terms of the Loan Agreement, the lender has been provided with security over all of the current and future assets of the Company's Trinidad-based upstream petroleum and natural gas subsidiaries. A failure to comply with the obligations set out in the Loan Agreement could result in an event of default which, if not cured or waived, could permit acceleration of the relevant indebtedness and adversely affect the Company's operations and/or financial condition. If the Company's lender require repayment of all or a portion of the amounts outstanding under its Loan Agreement for any reason, including for a default of a covenant, there is no certainty that the Company would be in a position to make such repayment. Even if the Company is able to obtain new financing in order to make any required repayment under its Loan Agreement, it may not be on commercially reasonable terms or terms that are acceptable to the Company.

The Company may not be able to refinance the principal amount outstanding pursuant to the Loan Agreement in order to repay the principal outstanding or may not generate enough cash from operating activities to meet these obligations. The Company's ability to make payments of principal and interest or to refinance indebtedness related to the Loan Agreement will depend on its future operating performance and cash from operating activities, which are subject to prevailing economic conditions, prevailing commodity price levels, and financial, competitive business and other factors, many of which are beyond its control. The Company's cash from operating activities will be in part dedicated to the payment of the principal and interest on its indebtedness. No assurance can be given that the Company will be able to repay the principal balance of its Loan Agreement. If the Company is unable to repay amounts owing under the Loan Agreement, the lenders could proceed to foreclose or otherwise realize upon the collateral granted to them to secure the indebtedness.

Issuance of Debt

From time to time, the Company may enter into transactions to acquire assets or common shares of other organizations. These transactions may be financed in whole or in part with debt, which may increase the Company's debt levels above industry standards for crude oil and natural gas companies of similar size. Depending on future exploration and development plans, the Company may require additional debt financing that may not be available or, if available, may not be available on favourable terms. Neither the Company's articles nor its bylaws limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise and may adversely affect the market price of the Company's Common Shares if investors consider its debt level to be higher than that of its peers.

Security

Trinidad has a history of security problems. Violent crime and murder rates, partly as a result of gang crime related to drug trafficking, continues to remain a top priority for the Trinidad government to address. The Company and its personnel are subject to these risks, but through effective security and social programs, Touchstone believes security risks can be managed. The Company maintains insurance in an amount that it considers adequate and consistent with industry practice and its operations; however, it is difficult to obtain insurance coverage to protect against all incidents of crime. The Company may not be able to establish or maintain the safety of its operations and personnel in Trinidad and this violence may affect its operations in the future. Continued or heightened security concerns in Trinidad could have a material adverse impact on the Company's operations. Further, if the perception of overall security and crime rates in Trinidad deteriorates, the Trinidad economy may face lower growth rates, which could negatively affect the Company's financial condition and results of operations.

Pandemic Risk

Global or domestic pandemics, epidemics or infectious disease outbreaks in the jurisdictions in which the Company operates, including COVID-19, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu or any other similar illnesses, could have, without limitations, an adverse impact on the Company's results, business, operations, financial condition, access to capital and liquidity, cost of borrowing, cash flows, reputation, business plans and/or the economy. The duration and the impact of a pandemic may also disrupt access to materials and services, increase employee absenteeism from illness and decrease commodity prices.

The Company's business, operations and financial condition were significantly adversely affected by COVID-19. Actions taken to reduce the spread of COVID-19 resulted in volatility and disruptions in regular business operations, supply chains and financial markets, as well as declining trade and market sentiment. The extent to which Touchstone's operational and financial results are affected by COVID-19, or any other potential pandemic, in the future will depend on whether, and to what extent, actions are taken by businesses and governments in response to any such pandemic and the speed and effectiveness of responses to combat any such pandemic.

Permits, Licences and Leases

Significant parts of the Company's operations require permits, licences and leases from various governmental authorities and landowners in Trinidad. There can be no assurance that the Company will be able to obtain all necessary permits, licences and leases that may be required to carry out exploration, development and marketing activities. If the present permits, licences and leases are terminated or withdrawn, which may result in associated abandonment and reclamation obligations, such event could have an adverse negative effect on the Company's operations, financial condition, business and prospects.

Royalty Regimes

Governments in the jurisdictions in which Touchstone has assets may adopt new royalty regimes, or modify the existing royalty regimes, which may impact the economics of the Company's projects. An increase in royalties will reduce the Company's earnings and could make future capital investments, or the Company's operations, less economic. See the "*Industry Conditions - Royalties*" section herein for further information.

Income Taxes

The Company and its subsidiaries file all required income tax returns on a timely basis, and the Company believes that it is in full compliance with applicable Canadian, Trinidadian, and Barbadian income tax laws in all material respects; however, such returns are subject to reassessment by applicable taxation authorities. In the event of a successful reassessment of the Company's income tax filings, whether by re-characterization of capital expenditures, questioning transfer pricing practices or the deductibility of expenses or otherwise, such reassessment may have an impact on current and future income taxes payable. Income tax laws relating to the oil and natural gas industry, such as the treatment of oil and gas taxation, dividends, share repurchases or capital gains, may in the future be changed or interpreted in a manner that adversely affects the Company. Furthermore, tax authorities having jurisdiction over the Company may disagree with how the Company calculates income for tax purposes or could change administrative practices to the Company's detriment. Any change to the tax rates in Trinidad or other jurisdictions where the Company may initiate operations may have a material adverse effect on Touchstone's financial position and business prospects. See the "*Industry Conditions - Income Taxes*" section herein for further information.

Corporate and Regulatory Formalities

Acquiring interests and conducting petroleum and natural gas operations in Trinidad require compliance with numerous procedures and formalities. In some cases, failure to follow such formalities or obtain relevant evidence may call into question the validity of the entity or the actions taken. Management of the Company is unable to predict the effect of additional and/or modification of corporate and regulatory formalities that may be adopted in the future including whether any such laws or regulations would materially increase Touchstone's cost of doing business or affect its operations in any area. Upstream petroleum and natural gas operations, including exploration, production, pricing, royalties, taxes, marketing and transportation, are subject to extensive controls and regulations imposed by various levels of government in Trinidad, which may be amended from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for oil and natural gas and increase costs, either of which may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The operations of the Company's subsidiaries may require licences or permits from various governmental authorities. In addition, obtaining certain approvals from regulatory authorities can involve, among other things, stakeholder and landowner consultation, environmental impact assessments and public hearings. Regulatory approvals obtained may be subject to the satisfaction of certain conditions including, but not limited to, security deposit obligations, ongoing regulatory oversight of projects, mitigating or avoiding project impacts, environmental and habitat assessments and other commitments or obligations. There can be no assurance that the Company or any of its subsidiaries will be able to obtain all necessary licences and permits that may be required to carry out exploration and development at any of the Company's projects within the time frame or on terms and conditions acceptable to the Company. Any failure to renew, maintain or obtain the required permits, licences, registrations, approvals and authorizations or the revocation or termination of the aforementioned may disrupt the Company's operations. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for petroleum and natural gas products and increase the Company's costs, either of which may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Governments may regulate or intervene with respect to exploration and production activities, prices, taxes, royalties and the exportation of petroleum and natural gas. Amendments to these controls and regulations may occur from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for petroleum and natural gas and increase the Company's costs, either of which may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In order to conduct oil and natural gas operations, the Company will require licences from various governmental authorities. There can be no assurance that the Company will be able to obtain all of the licences and permits that may be required to conduct operations that it may wish to undertake.

Availability of Drilling Equipment and Reliance on Third-Party Operators

Petroleum and natural gas exploration, development and operating activities are dependent on the availability and cost of drilling, completions and related equipment (typically leased or contracted from third parties) as well as skilled and trained personnel in the particular areas where such activities will be conducted. Demand for or increase in cost of such limited equipment and skilled personnel or access restrictions may affect the availability of such equipment and skilled personnel to the Company and may delay exploration and development activities. To the extent that the Company's subsidiaries are not the operators of any petroleum and natural gas properties, the Company will be dependent on such operators for the timing of activities related to such properties and will be largely unable to direct or control the activities of the operators.

Inflation, Cost Management and Rising Interest Rates

Touchstone's operating expenses could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs and secure the services and equipment necessary for its operations for the expected price, on the expected timeline, or at all, may impact project returns and future development decisions and subsequently may have a material adverse effect on its financial performance and cash flows.

The cost or availability of petroleum and natural gas field equipment may adversely affect the Company's ability to undertake exploration, development and construction projects. The onshore Trinidad upstream oil and natural gas industry is relatively small in scale and may be prone to shortages of supply of equipment and services including drilling rigs, geological and geophysical services, engineering and construction services, major equipment items for infrastructure projects, and construction materials. These materials and services may not be available when required at reasonable prices. A failure to secure the services and equipment necessary to the Company's operations for the expected price, on the anticipated timeline, or at all, may have an adverse effect on the Company's financial performance and cash flows.

In addition, many central banks, including the Bank of Canada and U.S. Federal Reserve, have taken steps to raise interest rates in an attempt to combat inflation. The rise in interest rates may impact the Company's future borrowing costs. Any increase in borrowing costs may impact project returns and future development decisions, which could have a material adverse effect on the Company's financial performance and operating cash flows. Rising interest rates could also result in a recession in Canada, the United States or other countries. A recession may have a negative impact on demand for oil and natural gas, causing a decrease in commodity prices. A decrease in commodity prices would immediately impact Touchstone's revenues and operating cash flows and could also reduce capital activity. It is unknown how long inflation will continue to impact global economies and how inflation and rising interest rates will impact oil and natural gas demand and commodity prices.

Cost of New Technologies

The petroleum and natural gas industry is characterized by rapid and significant technological advancements and the introduction of new products and services utilizing new technologies that may increase the viability of reserves or reduce operating expenses. Other upstream petroleum and natural gas

companies may have greater financial, technical and personnel resources that allow them to implement and benefit from such technological advantages before Touchstone. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis, at an acceptable cost and/or successfully. One or more of the technologies currently utilized by Touchstone or implemented in the future may become obsolete. If the Company is unable to utilize the most advanced commercially available technology, or is unsuccessful in implementing certain technologies, its business, financial condition and results of operations could be adversely affected in a material manner.

Abandonment and Reclamation Cost Risk

The Company is subject to crude oil and natural gas asset abandonment, remediation and reclamation liabilities for its operations including those imposed by regulations and legislation in the jurisdictions in which the Company conducts operations. The Company maintains estimates of abandonment, remediation and reclamation liabilities; however, it is possible that these costs may change materially before decommissioning due to regulatory changes, technological changes, acceleration of decommissioning timelines, and inflation, among other variables. Obligations are estimated by Management based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities, and the estimated timing of the costs to be incurred in future periods. These costs may arise as a result of applicable law or regulation, the terms of the Company's licences, the Company's internal HSE policies or industry best practice. Costs of abandonment and restoration could be significantly higher than anticipated. The present value cost for decommissioning and abandonment of wells and facilities is estimated based on known regulations, procedures and costs today for undertaking decommissioning, the majority of which is projected to be incurred subsequent to 2031.

Insurance

Touchstone's involvement in the exploration for and development of petroleum and natural gas may result in the Company becoming subject to liability for pollution, blow-outs, property damage, personal injury or other related hazards. In accordance with industry practice, the Company may not be fully insured against all business interruption of these risks, nor are all such risks insurable. Although the Company maintains liability insurance in an amount that the Company considers consistent with industry practice, the nature of these risks is such that liabilities could exceed policy limits, in which event Touchstone could incur significant costs that could have a material adverse effect upon the Company's financial condition. In addition, such risks may not in all circumstances be insurable, or in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums and/or deductibles associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, results of operations or prospects. Furthermore, insurance is purchased from a number of third-party insurers, often in layered insurance arrangements, some of whom may discontinue providing insurance coverage for their own policy or strategic reasons. Should any of these insurers refuse to continue to provide insurance coverage, the Company's overall risk exposure could be increased and could incur significant costs.

Political Uncertainty

The Company's results can be adversely impacted by political, legal or regulatory developments in Trinidad and elsewhere that affect local operations and local and international markets, including the balance between economic development and environmental policy. Changes in government, government policy or regulations, changes in law or interpretation of settled law, third-party opposition to industrial activity generally or projects specifically, and duration of regulatory reviews could impact the Company's existing operations and planned projects. This includes actions by regulators to delay or deny necessary licences and permits for Touchstone's activities or restrict the operation of third-party infrastructure that the Company relies on. Additionally, changes in environmental regulations, assessment processes or other laws and increasing and expanding stakeholder consultation, may increase the cost of compliance or reduce or delay available business opportunities and adversely impact the Company's results. The oil and natural gas

industry has become an increasingly politically polarizing topic globally, which has resulted in a rise in civil disobedience surrounding petroleum and natural gas development particularly with respect to infrastructure projects. Protests, blockades and demonstrations have the potential to delay and disrupt the Company's activities.

Other government and political factors that could adversely affect the Company's financial results include increases in income taxes or government royalty rates (including retroactive claims) and changes in trade policies and agreements. Further, the adoption of regulations mandating efficiency standards and the use of alternative fuels or uncompetitive fuel components could affect Touchstone's operations. Many governments are providing tax advantages and other subsidies to support alternative energy sources or are mandating the use of specific fuels or technologies. Governments and others are also promoting research into new technologies to reduce the cost and increase the scalability of alternative energy sources, and the success of these initiatives may decrease demand for Touchstone's petroleum and natural gas products.

Further, Trinidad is in close proximity to Venezuela, which has been going through an extended period of political uncertainty. The impact on the Company's operations in Trinidad as a result of Venezuela's political situation is currently not known and cannot be reasonably foreseen.

Labour Relations

The Company operates in Trinidad, which has large state sponsored or owned oil and natural gas companies that have traditionally employed unionized personnel. The Company believes that all of the Company's operations have, in general, good relations with their employees, contractors and third-party contractors. However, employment is an area which has the capacity to give rise to significant legal risk, particularly because of the significant degree of legislation and regulations. Industrial action affecting Touchstone's projects may result in project delays or an increase in costs. Industrial action or threatened industrial action from Touchstone's employees or contractors may have a material adverse impact on the development of the Company's projects and the financial position and prospects of the Company.

The Company cannot provide assurances that social instability or labour disruption will not be experienced in the future. The potential impacts of future social instability, labour disruptions and any lack of public order may have on the oil and natural gas industry in Trinidad, and on the Company's operations in particular, are not known at this time. This uncertainty may affect operations in unpredictable ways, including disruptions of fuel supplies and markets, ability to move equipment such as drilling and workover rigs from site to site, or disruption of infrastructure facilities, including pipelines, production facilities and public roads which could be targets or experience collateral damage as a result of social instability, labour disputes or protests. Touchstone may suffer loss of production or be required to incur significant costs in the future to safeguard its assets against such activities, incur standby charges on stranded or idled equipment or to remediate potential damage to its facilities. There can be no assurance that the Company will be successful in protecting itself against these risks and the related financial consequences. Further, these risks may not in any part be insurable in the event the Company does suffer damage.

Israel-Palestine War

The outcome of the Israel-Palestine conflict has the potential to have wide-ranging consequences on the world economy and the global price of crude oil. While neither Israel nor the Gaza Strip are significant oil producers, there is a risk that the conflict could lead to wider regional instability in the Middle East, home to some of the world's biggest oil producers. Thus far, the conflict has only disrupted global crude distribution as the Hamas-supporting Houthi rebels attack merchant ships in the Red Sea. To date, these events have not impacted the Company's ability to carry on business, and there have been no significant delays or direct security issues affecting its operations, offices or personnel. The long-term impacts of the conflict remain uncertain, and Touchstone will continue to monitor the evolving situation.

Russia-Ukraine War

The uncertainty regarding the duration and ultimate effects of the Russia-Ukraine military conflict may result in major disruptions in oil and natural gas supply and commodity price volatility. In addition, Canada, the United Kingdom, the United States and other countries have imposed significant sanctions on Russia and many Russian officials, agencies, companies and individuals some of whom are involved in the energy business or are significant buyers of crude oil or other hydrocarbons. Touchstone does not conduct business with sanctioned entities or persons and has no operations or business relationships in Russia, Ukraine or other regions affected by these sanctions. Consequently, these sanctions have not had a material impact on the Company or the business. However, the scope and impact of the war and any further international actions, including any future sanctions, cannot be accurately predicted and may have wide-ranging consequences on the peace and stability of the region and the world economy.

Risks Associated with Geographically Concentrated Operations

All of the Company's production is derived from onshore properties located in Trinidad. As a result of this asset concentration, the Company may be disproportionately exposed to the impact of, among other things, regional supply and demand factors including delays or interruptions of production from wells in these areas caused by governmental regulation, community protests, union activities, processing or transportation capacity constraints, continued authorization by the government to explore and drill in these areas, severe weather events and the availability of drilling rigs and related equipment, facilities, personnel or services. Due to the concentrated nature of the Company's portfolio of properties, a number of the Company's properties could experience any of the same conditions at the same time, resulting in a relatively greater impact on its results of operations than it might have on other companies that have a more diversified portfolio of properties. Any delay or inability to secure the required personnel, equipment, power, services and other resources could result in petroleum and natural gas production volumes being below the Company's forecasted production volumes. In addition, any such negative effect on production volumes, or significant increases in costs, could have a material adverse effect on Touchstone's financial position.

The Company relies on local infrastructure and the availability of transportation for storage and shipment of its products. This infrastructure, including storage and transportation facilities, is less developed than that in North America and may be insufficient for the Company's needs at commercially acceptable terms in the localities in which it operates. The Company operates in remote areas and solely relies on third-party trucking for liquids transportation. This sole transportation method may result in increased levels of risk and could lead to operational delays which could affect the Company's ability to produce crude oil and liquids or may lead to increased risk of accidents, both of which could have a significant impact on the Company's cash from operating activities. Additionally, some equipment is specialized and may be difficult to obtain in the Company's areas of operations, which could hamper or delay operations and could increase the cost of those operations.

Climate and ESG Goals and Targets

The Company has set achievable goals and targets for ESG including reducing natural gas venting, operational GHG emissions and wastewater discharge.

ESG goals and targets depend significantly on Touchstone's ability to execute its current business strategy, which can be impacted by the numerous risks and uncertainties associated with the business and the industry in which the Company operates, as outlined herein. The Company recognizes that the ability to adapt to and succeed in a lower-carbon economy will be measured against its peers. Investors and stakeholders increasingly compare companies based on ESG-related performance, including climate-related performance. Failure to achieve ESG goals and targets, or a perception among key stakeholders that the ESG goals and targets are insufficient or unattainable, could adversely affect Touchstone's reputation and ability to attract capital and insurance coverage. There is also a risk that some or all of the expected benefits and opportunities of achieving the various ESG goals and targets may fail to materialize, may cost more to achieve or may not occur within the anticipated time periods. In addition, there are risks that the actions taken in implementing Touchstone's goals and targets relating to ESG may have a negative

impact on the Company's existing business and increase capital expenditures, which could have a negative impact on the future operating and financial results. Efforts to meet any internal employee diversity targets may increase the time and costs associated with appointing and replacing key personnel. Further, a failure or delay in achieving the targets may influence the Company's reputation with its stakeholders and impact recruitment initiatives.

To achieve these goals and to respond to changing market demand, Touchstone may incur additional costs and invest in new technologies and innovation. It is possible that the return on these investments may be less than expected, which may have an adverse effect on the Company's business, financial condition and reputation. The ability to meet these goals and targets are subject to numerous risks and uncertainties, and actions taken in implementing them may also expose Touchstone to certain additional and/or heightened financial and operational risks. Furthermore, any future long-term goals and targets are inherently less certain due to the longer time frame and certain factors outside of the Company's control, including the commercial application of future technologies that may be necessary to achieve them, and future cooperation with regulators. A reduction in GHG emissions relies on, among other things, the ability to develop, access and implement commercially viable and scalable emission reduction strategies and related technology and products. If Touchstone is unable to implement these strategies and technologies as planned without negatively impacting expected operations or cost structures, or such strategies or technologies do not perform as expected, the Company may be unable to meet their goals or targets on the current timelines, or at all.

In addition, these goals and targets rely on a stable regulatory framework and will require capital expenditures and Company resources, with the potential that actual costs may differ from the original estimates and the differences may be material. Furthermore, the cost of investing in emissions-reduction technologies and the resultant change in the deployment of resources and focus could have a negative impact on future operating and financial results.

Information Technology Systems and Cyber-Security

The Company has become increasingly dependent upon the availability, capacity, reliability and security of its information technology infrastructure and its ability to expand and continually update this infrastructure to conduct daily operations. In the event the Company is unable to regularly deploy software and hardware, upgrade effective systems and network infrastructure, and take other steps to maintain or improve the efficiency of systems, the operation of such systems could be interrupted or result in the loss, corruption, or release of data. In addition, information systems could be interrupted by natural disasters, force majeure events, telecommunications failures, power loss, acts of war or terrorism, computer viruses, cyber-attack, cyber-fraud, malicious code, attacks by third parties or insiders, physical or electronic security breaches, intentional or inadvertent user misuse or error, or similar events or disruptions. Furthermore, some of these risks may be exacerbated if the Company is required to move back to remote working in response to future pandemic health regulations. Any of these or other events could cause interruptions, delays, loss of critical or sensitive data or similar effects, which could have a material adverse impact on the protection of intellectual property, confidential and proprietary information, and on Touchstone's business, reputation, financial condition, results of operations and cash from operating activities.

In addition, cyber-phishing attempts, in which a malicious party attempts to obtain sensitive information such as usernames, passwords, credit card detail and money by disguising as a trustworthy entity in an electronic communication, have become more widespread and sophisticated in recent years. Increasingly, social media is used as a vehicle to carry out cyber-phishing attacks. Information posted on social media sites, for business or personal purposes, may be used by attackers to enter the Company's systems and obtain confidential information. Although the Company has a social media governance policy that aligns with its confidentiality, business code of conduct and ethics policies, it does not restrict the social media access of employees. Despite these efforts, as social media continues to grow in influence and access to social media platforms becomes increasingly prevalent, there are significant risks that the Company may not be able to properly regulate social media use and preserve adequate records of business activities conducted through the use of social media platforms.

If the Company becomes a victim to a cyber-phishing attack, it could result in a loss or theft of the Company's financial resources or critical data and information or could result in a loss of control of the Company's technological infrastructure or financial resources. Although the Company believes it has industry-accepted security measures and controls in place as well as education and training programs for its employees, all designed to mitigate these risks, these measures may not adequately prevent cybersecurity breaches. A breach of its security measures and/or a loss of information or financial resources could occur, resulting in a loss of material and confidential information and reputation, breach of privacy laws and a disruption to its business activities. Any damages sustained may not be adequately covered by the Company's current insurance policies, or at all. The significance of any such event is difficult to quantify but may in certain circumstances be material and could have an adverse effect on the Company's business, financial condition and results of operations.

Legal Systems

Barbados and Trinidad are part of the Commonwealth and thus have similar legal systems to Canada. However, Trinidad may have less developed legal systems than jurisdictions with more established economies, which may result in risks such as: effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation or in an ownership dispute being more difficult to obtain; a higher degree of discretion on the part of governmental authorities; the lack of judicial or administrative guidance on interpreting applicable rules and regulations; inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or relative inexperience of the judiciary and courts in such matters. In certain jurisdictions, the commitment of local businesspeople, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to the leases, licences, permits, joint operation or venture agreements and marketing agreements, as applicable, for business. These may be susceptible to revision or cancellation, and legal redress may be uncertain or delayed. There can be no assurance that the leases, licences, permits, joint operation or venture agreements and marketing agreements, as applicable, the applications to government or other governing bodies with respect thereto or other legal arrangements will not be adversely affected by the actions of government authorities or others, and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

Foreign Subsidiaries

Touchstone conducts all of its operations in Trinidad through foreign subsidiaries and foreign branches, and the Company's ability to obtain cash from them may be restricted. Therefore, to the extent of these holdings, the Company will be dependent on the cash from operating activities of these subsidiaries to meet its obligations and/or pay any future dividends, excluding any additional equity or debt Touchstone may issue from time to time. The ability of its subsidiaries to make payments and transfer cash to Touchstone may be constrained by, among other things: the level of taxation, particularly corporate profits and withholding taxes in the jurisdiction in which it operates; the introduction of foreign exchange and/or currency controls, repatriation restrictions or the availability of hard currency to be repatriated; and contractual restrictions with third parties. Currently there are no restrictions on the repatriation of net earnings from Trinidad and Barbados to foreign entities; however, there is limited amounts of US\$ that can be purchased in Trinidad. There can be no assurance that restrictions on repatriation of net earnings from Trinidad or Barbados will not be imposed in the future.

Corruption and Liabilities Under Anti-Bribery Laws

The Company's operations are governed by the laws of jurisdictions which generally prohibit bribery and other forms of corruption. The Company has policies in place to prevent any form of corruption or bribery, which includes enforcement of policies against giving or accepting money or gifts in certain circumstances and an annual certification from each employee confirming that each employee has received and understood the Company's anti-corruption policies. It is possible that the Company, some of its subsidiaries, or some of the Company or its subsidiaries' employees or contractors could be charged with bribery or corruption as a result of the unauthorized actions of employees or contractors. If the Company is found

guilty of such a violation, which could include a failure to take effective steps to prevent or address corruption by its employees or contractors, the Company could be subject to onerous penalties and reputational damage. A mere investigation itself could lead to significant corporate disruption, high legal costs and forced settlements, such as the imposition of an internal monitor. In addition, bribery allegations or bribery or corruption convictions could impair the Company's ability to work with governments or non-governmental organizations. Such convictions or allegations could result in the formal exclusion of the Company from a country or area, national or international lawsuits, government sanctions or fines, project suspension or delays, a reduction in the price of our Common Shares and/or increased investor concern. Further, from time to time the Company may acquire a company that subsequently is subject to a bribery or corruption charge, whereby the Company could assume onerous penalties and/or suffer reputational damage as a result of activities in which the Company has no part.

The Company is subject to anti-bribery laws in Canada, the United Kingdom and Trinidad and may be subject to similar laws in other jurisdictions where it may operate in the future. The Company may face, directly or indirectly, corrupt demands by officials, tribal or insurgent organizations, international organizations, contractors looking for work with Touchstone, or private entities. As a result, the Company faces the risk of unauthorized payments or offers of payments by employees, contractors, agents, and partners of its subsidiaries or affiliates, given that these parties are not always subject to the Company's absolute control or direction. It is the Company's policy to prohibit these practices. However, the Company's existing safeguards and any future improvements to those measures may prove to be less than effective or may not be followed, and the Company's employees, contractors, agents, and partners may engage in illegal conduct for which it might be held responsible. A violation of any of these laws, even if prohibited by the Company's policies, may result in criminal or civil sanctions or other penalties, including profit disgorgement, as well as reputational damage and could have a material adverse effect on the Company's business and financial condition.

Litigation

In the normal course of the Company's operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions related to, but not limited to, personal injuries, including resulting from exposure to hazardous substances, property damage, property tax, land and access rights, environmental issues, including claims related to contamination or natural resource damages, securities law matters, contractual disputes and employment matters. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined unfavourably to the Company and, as a result, could have a material adverse effect on Touchstone's assets, liabilities, business, financial condition and results of operations. Even if the Company prevails in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of Management and key personnel from business operations, which could have an adverse effect on the Company's financial condition.

Commodity Price Risk Management

From time to time, the Company may enter into financial agreements to receive fixed prices for its crude oil and liquids production to mitigate the effect of commodity price volatility and to support the Company's capital budgeting and expenditure plans. However, to the extent that the Company engages in price risk management activities to protect itself from commodity price declines, it may also be prevented from realizing the full benefits of price increases above the levels of the derivative instruments used to manage price risk. In addition, the Company's risk management arrangements may expose it to the risk of financial loss in certain circumstances, including instances in which: production falls short of the contracted volumes or prices fall significantly lower than projected; there is a widening of price-basis differentials between delivery points for production and the delivery point assumed in the risk management arrangement; the counterparties to the risk management arrangements or other price risk management contracts fail to perform under those arrangements; or a sudden unexpected event materially impacts commodity prices. Failure to protect against a decline in commodity prices exposes the Company to reduced liquidity when prices decline. A sustained lower commodity price environment would result in lower realized prices for unprotected volumes and reduce the prices at which the Company would enter into derivative contracts on

future volumes. This could make such transactions unattractive, and, as a result, some or all of the Company's production volumes may not be protected by derivative arrangements.

Foreign Currency Risk Management

Foreign currency exchange risk arises from changes in foreign exchange rates that may affect the fair value or future cash flows of the Company's financial assets or liabilities. The Company does not currently hedge its foreign exchange risk.

As Touchstone primarily operate in Trinidad, fluctuations in the exchange rate between the TT\$ and the US\$ could have a significant effect on financial results. Although the sales prices of crude oil and liquids are determined by reference to US\$ denominated benchmark prices, the majority of the invoices for such sales are paid in TT\$, exposing the Company to foreign exchange risk. To mitigate this risk, the Company attempts to match revenues received in TT\$ by entering into contracts denominated and payable in TT\$ when possible. The Company also attempt to limit its exposure to foreign currency risk through collecting and paying foreign currency denominated balances in a timely fashion. Touchstone also has foreign exchange risk regarding its US\$ denominated debt and related interest payments. These risks are mitigated by the fact that the TT\$ is informally pegged to the US\$ and all natural gas liquids and natural gas sales are denominated and payable in \$US. The Company has further foreign exchange exposure on cash balances denominated in C\$ and pounds sterling, on head office costs denominated in C\$, and costs denominated and payable in pounds sterling required to maintain its AIM listing. Any material movements in the C\$ to US\$ and the pounds sterling to US\$ exchange rates may result in unanticipated fluctuations or have a material effect on the Company's reporting results.

In the future the Company may enter into agreements to receive currencies at a fixed price. Therefore, and as above with commodity price risk management, there are risks associated with any currency swap or foreign exchange derivative agreements, including credit risk associated with counterparties with which the Company may contract.

Interest Rate Risk

Interest rate risk arises from changes in market interest rates that may affect the Company's comprehensive income (loss) and cash flows. The Company's revolving facility loan facility in the Loan Agreement is subject to interest rate risk given the interest rate is set on an annual basis if extended by both parties. An increase in interest rates could result in a significant increase in the amount the Company pays to service debt, resulting in a reduced amount of funds available to fund its exploration and development activities.

Third-Party Credit Risk

The Company may be exposed to third-party credit risk through its contractual arrangements with its current or future joint venture partners, marketers of its production volumes, the lessees of its long-term lease arrangements, counterparties to the Company's derivative risk management contracts and other parties. In addition, the Company may be exposed to third-party credit risk from purchasers of assets from Touchstone for various liabilities, including well abandonment and reclamation obligations assumed by the purchasers. In the event such entities fail to meet their contractual obligations to the Company, such failures may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The Company is unable to predict changes in a counterparty's creditworthiness or ability to perform. Even if the Company accurately predicts the sudden changes, its ability to negate the risk may be limited depending upon market conditions and the contractual terms of the agreements, which could materially adversely affect the Company's financial and operational results. The Company is exposed to sole purchaser risk in Trinidad as Heritage is the sole purchaser of crude oil and liquids and NGC is the sole purchaser of Ortoire natural gas production. Accordingly, Touchstone cannot rely on customer diversification to mitigate third-party credit risk for its sales of commodities.

Further, the Company historically has aged accounts receivables owing for Trinidad-based value added taxes ("VAT"). The Company's petroleum and natural gas producing subsidiaries have VAT receivables owing from the Trinidad government based on operational and capital spending, which are not offset with any VAT collected given petroleum products are zero-rated goods. Although ultimate collection is erratic and therefore the timing thereof cannot be estimated with any certainty, the Company has not experienced any past collection issues. However, there can be no assurance that the Company will collect future VAT receivables on a timely basis, which challenges Touchstone's forecasting process and liquidity and may delay certain capital projects. Further, there can be no assurance that VAT rates will not increase in the future, which would elevate amounts owing and could create material liquidity challenges.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability to manage growth effectively requires implementing and improving its operational and financial systems and expanding, training and managing its employee base. The Company's inability to handle future growth may have a material adverse effect on its business, financial condition, results of operations and prospects.

Price and Volume Volatility

The market price of publicly traded securities of small cap international oil and natural gas issuers is subject to substantial volatility often based on factors related and unrelated to the financial performance or prospects of the issuers involved. Factors related to the Company's performance could include variations in the Company's financial condition, results of operations, cash flow and prospects. Factors unrelated to the Company's performance could include macroeconomics developments within Trinidad, the markets in which the Company's Common Shares are traded, domestic and global commodity prices, current perceptions of the oil and natural gas industry, the availability and attractiveness of alternative investments, and the breadth of the public market for the securities.

Trading volume in Touchstone's Common Shares has historically been limited, with daily trading volumes varying significantly. Touchstone's Common Shares may experience extreme price and volume volatility which may result in losses to Shareholders. In recent years, the volatility of commodities has increased due, in part, to the implementation of computerized trading and decrease of discretionary commodity trading. In addition, institutions and government-sponsored entities have implemented investment strategies increasing their investments in low-carbon assets and businesses while decreasing the carbon intensity of their portfolios through, among other measures, decreasing their ownership in oil and natural gas entities which may impact the volatility and liquidity of certain securities and put downward pressure on the trading price of those securities, including Touchstone's Common Shares. Similarly, the market price of Touchstone's Common Shares could be subject to significant fluctuations in response to variations in its operating results, financial condition, liquidity, debt levels and other internal factors. The effect of these and other factors on the future market price of Touchstone's Common Shares cannot be predicted with certainty.

The Company's Common Shares are traded on the TSX in C\$ and traded on AIM in GBP. Fluctuations in the exchange rate between C\$ and other currencies, including the GBP, will affect the value of the Common Shares and any dividends the Company may declare in the future, denominated in the local currency of investors outside of Canada. Further, any future fundraising may be undertaken in C\$ or GBP, and there is therefore a potential foreign currency risk on transferring any proceeds into currencies required for the Company's activities, which is predominantly the US\$ and TT\$.

There can be no guarantee that the Common Shares will trade at the same price on both TSX and AIM due to different investor sentiments, liquidity levels, transaction costs, taxation rates, regulations or foreign exchange rates, particularly between Canada and the United Kingdom, the countries which host TSX and AIM, respectively. Additionally, TSX and AIM operate in different time zones, and news flow from external sources which affect the Company may be acted upon earlier by an investor on one market ahead of the other. The Company has engaged brokers in the United Kingdom to manage the migration of Touchstone's Common Shares between the registers kept in Canada and the United Kingdom, but there can be no

guarantee that this arrangement will eliminate all arbitrage opportunities between the Common Shares traded on TSX and AIM or that such procedures will be effective.

Dilution

To finance future operations or acquisition opportunities, the Company may issue Common Shares or raise funds through the issuance of Common Shares or the issuance of debt instruments or securities convertible into Common Shares, which will be dilutive to Shareholders. The Company cannot predict the size of future issuances of Common Shares or the issuance of debt instruments or the securities convertible into Common Shares or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares.

In accordance with its long-term equity-based compensation incentive plans, Touchstone may, from time to time, issue equity-based awards to employees, officers and directors for additional Common Shares in accordance with the policies of the TSX, which may also result in Shareholder dilution.

If the Company offers to Shareholders rights to subscribe for additional Common Shares or any right of any other nature, the Company will have discretion as to the procedure in making the rights available to Shareholders. Touchstone may choose not to offer the rights to Shareholders in certain jurisdictions where it is not legal to do so. The Company may also not extend any future rights offerings or equity issues to jurisdictions where it would be difficult or unduly onerous to comply with applicable securities laws.

Additionally, future sales of Common Shares into the public market may lower the market price which may result in losses to Shareholders. With respect to TSX approved private placements, these Common Shares are typically freely tradable after a four-month and one-day restriction period. Sales of substantial amounts of Common Shares into the public market, or even the perception by the market that such sales may occur, may lower the market price of the Common Shares.

Dividends

To date, the Company has not paid any dividends on the outstanding Common Shares. Any decision to pay dividends on the Common Shares will be made by the Board on the basis of Touchstone and its subsidiaries net earnings and financial performance, which, in turn, depends on the success of its production efforts, financial requirements, the implementation of its growth strategy, general economic conditions, current and expected future levels of net earnings, income taxes, current and potential future environmental liabilities, the need for funds to finance ongoing operations, fluctuations in commodity prices, interest rates and/or foreign exchange rates, the satisfaction of the liquidity and solvency tests imposed by applicable corporate law for the declaration and payment of dividends and other conditions existing at such time, and other considerations, many of which will be beyond the Company's control.

Additionally, because the parent undertaking is a holding company, its ability to pay dividends on the Common Shares is limited by restrictions on the ability of its subsidiaries to pay dividends or make distributions to the Company.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to prevent fraud. Although Touchstone will undertake a number of procedures in order to help ensure the reliability of its financial reports, including those imposed on it under Canadian and United Kingdom securities laws, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Based on their inherent limitations, disclosure controls and procedures and internal controls over financial reporting may not prevent or detect misstatements, and even those controls determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If Touchstone or its independent auditors discover a material

weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and harm the trading price of the Common Shares.

Accounting Adjustments and Comprehensive Income (Loss)

The Company's accounting policies conform to IFRS which constitutes GAAP in Canada. The presentation of financial information in accordance with IFRS requires Management to apply certain accounting policies and make certain estimates and assumptions which affect reported amounts in the Company's consolidated financial statements. The accounting policies may result in non-cash charges to comprehensive income (loss) and write-downs of net assets in the consolidated financial statements on a quarterly basis. Similarly, non-cash gains and reversals of previous asset write-downs may also be recorded from time-to-time. Income statement volatility resulting from such non-cash gains and losses may be viewed unfavorably by the market and could result in a decline in the price of Touchstone's Common Shares.

Dependence on Management

The Chief Executive Officer and senior officers of the Company are critical to its success. In the event of the departure of the Chief Executive Officer or a senior officer, Touchstone believes that it will be successful in attracting and retaining qualified successors, but there can be no assurance of such success. If the Company is not successful in attracting and retaining qualified personnel, the efficiency of its operations could be affected, which could have a material adverse impact on the Company's future cash from operating activities, comprehensive income (loss), results of operations and financial condition. Touchstone strongly depends on the business and technical expertise of its Management, and there is little possibility that this dependence will decrease in the near term.

Ability to Attract and Retain Qualified Personnel

Recruiting and retaining qualified personnel are critical to the Company's success. The number of persons skilled in the acquisition, exploration, development and operation of petroleum and natural gas properties in the jurisdictions in which the Company operates may be limited, and competition for such persons is intense. The loss of key members of such workforce, or a substantial portion of it, could result in the failure to implement the Company's business plans and subsequently may have a material negative effect on its business, financial condition and results of operations. In addition, the decline in market conditions in recent years has resulted in a significant number of skilled personnel exiting the oil and natural gas industry and fewer people entering the industry. There can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operations of its business. Contributions of the existing Management team to the immediate and near-term operations of Touchstone are likely to be of central importance. As the Company's business activity grows, it will require additional key financial, administrative, technical and operations staff, as necessary. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse impact on the Company's future cash from operating activities, results of operations, prospects and financial condition. In addition, the Company could experience increased costs to retain and recruit these personnel.

Competition

The petroleum and natural gas industry is competitive in all its phases. The Company will compete with numerous other participants in the exploration, development, production and marketing of petroleum and natural gas. The Company's competitors include oil and natural gas companies that have substantially greater financial resources, staff and facilities than those of the Company, both within Trinidad and worldwide. Some of these companies not only explore for, develop and produce crude oil and natural gas, but also engage in refining operations and market third-party crude oil and natural gas on an international basis. As a result of these complementary activities, some of these competitors may have greater and more diverse competitive resources to draw on than the Company and less volatility in their comprehensive income.

The Company's ability to increase its reserves in the future will depend not only on its ability to explore and develop its present properties but also on its ability to select and acquire other suitable producing properties or prospects for exploratory drilling. Competitive factors in the distribution and marketing of petroleum and natural gas include price, process, and reliability of delivery and storage. To a lesser extent, the Company also faces competition from companies that supply alternative sources of energy, such as wind or solar power. Other factors that could affect competition in the marketplace include additional discoveries of domestic hydrocarbon reserves by Touchstone's competitors, the cost of production, and political, economic and other factors outside of the Company's control.

Reputational Risk Associated with the Company's Operations

The Company's business, operations or financial condition may be negatively impacted as a result of any negative public opinion towards Touchstone or as a result of any negative sentiment toward, or in respect of, the Company's reputation with stakeholders, special interest groups, political leadership, the media or other entities. Public opinion may be influenced by certain media and special interest groups' negative portrayal of the industry in which the Company operates as well as their opposition to certain petroleum and natural gas projects. Potential impacts of negative public opinion or reputational issues may include delays or interruptions or even cancellations of operations, legal or regulatory actions or challenges, blockades, increased regulatory oversight, reduced support for, delays in, challenges to, or the revocation of regulatory approvals, permits and/or licences and increased costs and/or cost overruns. The Company's reputation and public opinion could also be impacted by the actions and activities of other companies operating in the oil and natural gas industry, particularly other producers, over which the Company has no control. The Company's reputation could also be impacted by negative publicity related to environmental damage, loss of life, injury or damage to property caused by the Company's operations. If the Company develops a reputation of having an unsafe work site, it may impact the ability of the Company to attract and retain the necessary skilled employees and consultants to operate its business. In addition, negative sentiment towards the Company could result in a lack of willingness of local authorities to grant the necessary licences or permits for the Company to operate its business and may also result in residents in the areas where Touchstone is doing business opposing further operations in the area by the Company.

Reputational risk cannot be managed in isolation from other forms of risk. Credit, market, operational, insurance, regulatory and legal risks, among others, must all be managed effectively to safeguard the Company's reputation. Damage to the Company's reputation could result in negative investor sentiment towards the Company, which may result in limiting Touchstone's access to capital, increasing its cost of capital, and decreasing the price and liquidity of the Common Shares. There is no guarantee that the Company will be able to satisfy the concerns of any special interest groups or non-governmental organizations and attempting to address any such concerns may require Touchstone to incur significant and unanticipated time, capital and operating expenditures.

Forced or Child Labour in Supply Chains

In May 2023, an Act to enact the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* and to amend the Customs Tariff was passed and came into force on January 1, 2024. Pursuant to the new legislation, any company that is subject to the reporting requirements, including Touchstone, is required to conduct certain due diligence on its supply chains and to file an annual report accordingly. While the Company is currently unaware of any forced or child labour in any of its supply chains, the increased scrutiny on the supply chains of companies could uncover the risk or existence of forced or child labour in a supply chain to which Touchstone has a connection, which could negatively impact the reputation of the Company. Additionally, due to the fact that the reporting requirements are new and thus there is no existing industry standard, the Company is at risk of inadvertently preparing a report that is insufficient.

Nature of Acquisitions and Failure to Realize Benefits of Acquisitions and Dispositions

The Company considers acquisitions and dispositions of businesses and assets as ordinary course of business. Achieving the benefits of acquisitions depends on successfully consolidating functions and integrating operations and procedures in a timely and efficient manner and the Company's ability to realize

the anticipated growth opportunities and synergies from combining the acquired businesses and operations with those of the Company. The integration of acquired businesses and assets may require substantial Management effort, time and resources diverting Management's focus from other strategic opportunities and operational matters.

Acquisitions of oil and natural gas properties or companies are based in large part on engineering, environmental and economic assessments made by the acquirer, independent engineers and consultants. These assessments include a series of assumptions regarding such factors as recoverability and marketability of petroleum and natural gas, environmental restrictions and prohibitions regarding releases and emissions of various substances, future commodity prices, operating expenses, future capital expenditures and royalties and other government levies which will be imposed over the producing life of the reserves. Many of these factors are subject to change and are beyond the control of the Company. All such assessments involve a measure of geologic, engineering, environmental and regulatory uncertainty that could result in lower production and reserves or higher operating or capital expenditures than anticipated. Although select title and environmental reviews are conducted prior to any purchase of oil and gas assets, such reviews cannot guarantee that any unforeseen defects in the chain of title will not arise to defeat the Company's title to certain assets or that environmental defects, liabilities or deficiencies do not exist or are greater than anticipated. Such deficiencies or defects could adversely affect the value of the Company's indirect interest in any such petroleum and natural gas properties and the Company's securities.

In addition, Management continually assesses the value and contribution of services provided by third parties and assets required to provide such services. In this regard, at times, non-core assets may be periodically disposed of, so the Company can focus its efforts and resources more efficiently. Depending on the state of the market for such non-core assets, certain non-core assets of the Company may realize less on disposition than its related carrying value on the consolidated financial statements of the Company.

Potential Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Company will be subject to in connection with the operations of the Company. Some of the directors and officers are or may become engaged in other crude oil and natural gas interests on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Company. Conflicts of interest, if any, will be subject to and governed by the procedures and remedies prescribed under the ABCA. The directors and officers of the Company may not devote their time on a full-time basis to the affairs of the Company. See the "*Interest of Management and Others in Material Transactions*" section of this AIF for further information.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Company may disclose confidential information relating to the business, operations or affairs of the Company. Although confidentiality agreements are generally signed by third parties prior to the disclosure of any confidential information, a breach could put the Company at competitive risk and may cause significant damage to its business. The harm to the Company's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Company will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Diversification and Expansion

The operations and expertise of the Company and its Management are currently focused primarily on petroleum and natural gas production, exploration and development in Trinidad. Other companies have the ability to manage their risk by diversification; however, the Company lacks diversification in terms of the geographic scope of its business. As a result, factors affecting the industry or the regions in which it operates would likely impact the Company more acutely than if the Company's business was more

diversified. In the future, the Company may acquire or move into new industry-related activities or new geographical areas, may acquire different energy-related assets, and, as a result, may face unexpected risks or alternatively, significantly increase the Company's exposure to one or more existing risk factors, which may in turn result in the Company's future operational and financial conditions being adversely affected.

Forward-Looking Statements and Information May Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements and other future looking financial information. By their nature, forward-looking statements and information involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Further, any forward-looking statement or information speaks only as of the date on which such statement is made, and Touchstone undertakes no obligation or intent to update any forward-looking statement or information to reflect information, events, results, circumstances or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws. All forward-looking statements and information contained herein and in other documents of Touchstone are qualified by such cautionary statements. New factors emerge from time to time, and it is not possible for Management to predict all of such factors and to assess in advance the impact of each such factor on Touchstone's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements and information. Additional information on the risks, assumptions and uncertainties are found in this AIF in the "*Notes to Reader - Advisories - Forward-Looking Statements*" section.

ADDITIONAL INFORMATION

Additional information regarding Touchstone may be found online under our SEDAR+ profile (www.sedarplus.ca) or on our website (www.touchstoneexploration.com). Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities and securities authorized for issuance under our equity-based compensation plan are provided in our information circular for the Company's most recent annual meeting of security holders that involved the election of our Board of Directors. Additional financial information is provided in our annual audited consolidated financial statements and the related management's discussion and analysis for our most recently completed financial year.

APPENDIX A

FORM 51-101F3 REPORT OF MANAGEMENT AND DIRECTORS ON OIL AND GAS DISCLOSURE

Management of Touchstone Exploration Inc. (the "Company") are responsible for the preparation and disclosure of information with respect to the Company's oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data.

An independent qualified reserves evaluator has evaluated the Company's reserves data. The report of the independent qualified reserves evaluator is presented in Appendix "B".

The Reserves Committee of the Board of Directors of the Company has:

- (a) reviewed the Company's procedures for providing information to the independent qualified reserves evaluator;
- (b) met with the independent qualified reserves evaluator to determine whether any restrictions affected the ability of the independent qualified reserves evaluator to report without reservation; and
- (c) reviewed the reserves data with management and the independent qualified reserves evaluator.

The Reserves Committee of the Board of Directors has reviewed the Company's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The Board of Directors has, on recommendation of the Reserves Committee, approved:

- (a) the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and gas information;
- (b) the filing of Form 51-101F2 which is the report of the independent qualified reserves evaluator on the reserves data; and
- (c) the content and filing of this report.

Because the reserves data are based on judgements regarding future events, actual results will vary, and the variations may be material.

DATED as of this 20th day of March 2024.

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

(signed) "*Brian Hollingshead*"
Brian Hollingshead
Vice President Engineering and Business
Development

(signed) "*Peter Nicol*"
Petr Nicol
Director and Chair of the Reserves Committee

(signed) "*John D. Wright*"
John D. Wright
Chair of the Board of Directors and member of the
Reserves Committee

APPENDIX B

FORM 51-101F2 REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR

To the board of directors of Touchstone Exploration Inc. (the "Company"):

1. We have evaluated the Company's reserves data as at December 31, 2023. The reserves data are estimates of proved reserves and probable reserves and related future net revenue as at December 31, 2023, estimated using forecast prices and costs.
2. The reserves data are the responsibility of the Company's management. Our responsibility is to express an opinion on the reserves data based on our evaluation.
3. We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook as amended from time to time (the "COGE Handbook") maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter).
4. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions presented in the COGE Handbook.
5. The following table shows the net present value of future net revenue (before deduction of income taxes) attributed to proved plus probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Company evaluated for the year ended December 31, 2023, and identifies the respective portions thereof that we have evaluated and reported on to the Company's board of directors:

Independent Qualified Reserves Evaluator or Auditor	Effective Date of Evaluation Report	Location of Reserves (Country or Foreign Geographic Area)	Net Present Value of Future Net Revenue (before income taxes, 10% discount rate - \$000's)			
			Audited	Evaluated	Reviewed	Total
GLJ Ltd.	December 31, 2023	Trinidad	-	730,065	-	730,065

6. In our opinion, the reserves data evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook, consistently applied. We express no opinion on the reserves data that we reviewed but did not audit or evaluate.
7. We have no responsibility to update our reports referred to in paragraph 5 for events and circumstances occurring after the effective date of our reports.
8. Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material.

Executed as to our report referred to above:

GLJ Ltd., Calgary, Alberta, Canada, March 1, 2024

"Originally signed by"
Trisha S. MacDonald, P. Eng.
Vice President, Corporate Evaluations

APPENDIX C

TOUCHSTONE EXPLORATION INC. AUDIT COMMITTEE MANDATE

Role and Objective

The Audit Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Touchstone Exploration Inc. (the "**Corporation**") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for Board approval, the audited consolidated financial statements and other mandatory disclosure releases containing financial information of the Corporation.

The objectives of the Committee are as follows:

1. to assist directors in fulfilling their legal and fiduciary obligations (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
2. to oversee the audit efforts of the external auditors of the Corporation;
3. to maintain free and open means of communication among the directors, the external auditors, the financial and senior management of the Corporation;
4. to satisfy itself that the external auditors are independent of the Corporation; and
5. to strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

The function of the Committee is one of oversight of management and the external auditors in the execution of their responsibilities. Management is responsible for the preparation, presentation and integrity of the financial statements of the Corporation, maintaining appropriate accounting and financial reporting principles and policies and implementing appropriate internal controls and procedures. The external auditors are responsible for planning and carrying out a proper audit of the annual financial statements of the Corporation and reviewing the financial statements of the Corporation prior to their filing with securities regulatory authorities and other procedures.

Composition of the Committee

1. The Committee shall consist of at least three directors. The Board shall appoint one member of the Committee to be the Chair.
2. Each director appointed to the Committee by the Board must be independent. A director is independent if the director has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of the director's independent judgment. In determining whether a director is independent of management, the Board shall make reference to National Instrument 52-110 - *Audit Committees* or the then current legislation, rules, policies and instruments of applicable regulatory authorities.
3. Each member of the Committee shall be "financially literate". In order to be financially literate, a director must be, at a minimum, able to read and understand financial statements that present a breadth and complexity of accounting issues generally comparable to the breadth and complexity of issues expected to be raised by the Corporation's financial statements.
4. A director appointed by the Board to the Committee shall be a member of the Committee until

replaced by the Board or until their resignation.

Meetings of the Committee

1. The Committee shall convene a minimum of four times each year at such times and places as may be designated by the Chair of the Committee and whenever a meeting is requested by the Board, a member of the Committee, the auditors, or a senior officer of the Corporation. Meetings of the Committee shall correspond with the review of the quarterly financial statements and management discussion and analysis of the Corporation.
2. Notice of each meeting of the Committee shall be given to each member of the Committee. The auditors shall be given notice of each meeting of the Committee at which financial statements of the Corporation are to be considered and such other meetings as determined by the Chair and shall be entitled to attend each such meeting of the Committee.
3. Notice of a meeting of the Committee shall:
 - (a) be given orally, or in writing, including by e-mail;
 - (b) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - (d) be given at least two days prior to the time stipulated for the meeting.
4. 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.
5. A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee.
6. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
7. A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
8. In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting. In addition, the members of the Committee shall choose one of the persons present to be the Secretary of the meeting.
9. The Chair of the Board, senior management of the Corporation and other parties may attend meetings of the Committee; however, the Committee (i) shall meet *in camera* with the external auditors independent of management as necessary, in the sole discretion of the Committee, but in any event, not less than quarterly; and (ii) may meet separately with management.
10. Minutes shall be taken of all meetings of the Committee and shall be made available to the Board. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.

Duties and Responsibilities of the Committee

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial

reporting. The external auditors shall report directly to the Committee.

2. The Committee shall, in the exercise of its powers, authorities and discretion so authorized, conform to any regulations or restrictions that may from time to time be made or imposed upon it by the Board or the legislation, policies or regulations governing the Corporation and its business.
3. It is the responsibility of the Committee to satisfy itself on behalf of the Board that the Corporation's system of internal controls over financial reporting and disclosure controls and procedures are satisfactory for the purpose of:
 - (a) identifying, monitoring and mitigating the principal risks intended to be addressed by such controls and procedures;
 - (b) complying with the legal and regulatory requirements related to such controls and procedures; and
 - (c) reviewing with the external auditors their assessment of the internal controls over financial reporting and the disclosure controls of the Corporation, their written reports containing recommendations for improvement, and management's response and any follow-up to any identified weaknesses.
4. It is the responsibility of the Committee to review the annual financial statements of the Corporation and, if deemed appropriate, recommend the financial statements to the Board for approval. This process should include but not be limited to:
 - (a) reviewing and accepting/approving, if appropriate, the annual audit plan of the external auditors of the Corporation, including the scope of audit activities, and monitor such plan's progress and results during the year;
 - (b) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
 - (c) reviewing significant accruals, reserves or other estimates;
 - (d) reviewing the methods used to account for significant unusual or non-recurring transactions;
 - (e) reviewing compliance with covenants under loan agreements;
 - (f) reviewing disclosure requirements for commitments and contingencies;
 - (g) reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - (h) reviewing unresolved differences between management and the external auditors;
 - (i) obtaining explanations of significant variances with comparative reporting periods;
 - (j) reviewing of business systems changes and implications;
 - (k) reviewing of authority and approval limits;
 - (l) reviewing the adequacy and effectiveness of the accounting and internal control policies of the Corporation and procedures through inquiry and discussions with the external auditors and management;
 - (m) confirming through private discussion with the external auditors and the management that no management restrictions are being placed on the scope of the external auditors' work;
 - (n) reviewing of tax policy issues; and
 - (o) reviewing of emerging accounting issues that could have an impact on the Corporation.

5. It is the responsibility of the Committee to review the interim financial statements of the Corporation and, if deemed appropriate, to recommend the interim financial statements to the Board for approval and to review all prospectuses, management's discussion and analysis, annual information forms, and all other public disclosure containing significant audited or unaudited financial information before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of all other financial information and shall periodically assess the accuracy of those procedures.
6. The Committee shall have the authority to:
 - (a) inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
 - (b) discuss with the management and senior staff of the Corporation, its subsidiaries and affiliates, any affected party and the external auditors, such accounts, records and other matters as any member of the Committee considers necessary and appropriate;
 - (c) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
 - (d) set and pay the compensation for any advisors employed by the Committee.
7. With respect to the appointment of external auditors by the Board, the Committee shall:
 - (a) recommend to the Board the appointment of the external auditors;
 - (b) review the performance of the external auditors and make recommendations to the Board regarding the replacement or termination of the external auditors when circumstances warrant;
 - (c) oversee the independence of the external auditors by, among other things, if determined necessary, requiring the external auditors to deliver to the Committee, on a periodic basis, a formal written statement delineating all relationships between the external auditors and the Corporation and its subsidiaries;
 - (d) recommend to the Board the terms of engagement of the external auditors, including the compensation of the auditors and that the external auditors shall report directly to the Committee; and
 - (e) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change.
8. The Committee shall review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.
9. The Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by external auditors. The Committee may delegate to one or more members, the authority to pre-approve non-audit services, provided that the member reports to the Committee at the next scheduled meeting of such pre-approval and that the member complies with such other procedures as may be established by the Committee from time to time.
10. The Committee shall review the Corporation's risk management policies and procedures such as hedging, litigation and insurance, including an annual review of insurance coverage, and report to the Board with respect to its risk assessment process and appropriateness of risk management policies and procedures in managing risk. While the Committee reviews such policies and procedures, the oversight of enterprise risks is retained by the Board.

11. The Committee shall establish and maintain procedures for and, if desired, also engage an independent service provider to assist with:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, including the resolution of such complaints or concerns by management or, if warranted, by the Board.
12. The Committee shall review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation.
13. The Committee shall periodically report the results of reviews undertaken and any associated recommendations to the Board.
14. The Committee shall oversee the Corporation's cybersecurity policies and procedures and regularly receive reports from management on its activities to protect the Corporation from cybersecurity risks.
15. The Committee shall review all related party transactions (as defined by applicable regulations) and ensure the nature and extent of such transactions are properly disclosed.
16. The Committee shall review the status of taxation matters of the Corporation and its major subsidiaries.
17. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at the expense of the Corporation without any further approval of the Board.
18. The Committee shall conduct or undertake such other duties as may be required from time to time by any applicable regulatory authorities.
19. The Committee shall review and assess, on an annual basis, the adequacy of this Mandate.

Approved by the Board of Directors on March 20, 2024



CORPORATE INFORMATION

Directors

John D. Wright

Chair of the Board

Jenny Alfandary

Paul R. Baay

Priya Marajh

Kenneth R. McKinnon

Peter Nicol

Beverley Smith

Stanley T. Smith

Harrie Vredenburg

Corporate Secretary

Thomas E. Valentine

Officers and Senior Executives

Paul R. Baay

President and Chief Executive Officer

Scott Budau

Chief Financial Officer

James Shipka

Chief Operating Officer

Brian Hollingshead

Vice President Engineering and Business Development

Alex Sanchez

Vice President Production and Environment

Cayle Sorge

Vice President Finance

Head Office

Touchstone Exploration Inc.

4100, 350 7th Avenue SW
Calgary, Alberta, Canada
T2P 3N9

Registered Office

3700, 400 3rd Avenue SW
Calgary, Alberta, Canada
T2P 4H2

Operating Offices

Touchstone Exploration (Trinidad) Ltd.

#30 Forest Reserve Road
Fyzabad, Trinidad, W.I.

Primera Oil and Gas Limited

#14 Sydney Street
Rio Claro, Trinidad, W.I.

Stock Exchange Listings

Toronto Stock Exchange

London Stock Exchange AIM

Symbol: TXP

Banker

Republic Bank Limited

Port of Spain, Trinidad, W.I.

Auditor

KPMG LLP

Calgary, Alberta, Canada

Reserves Evaluator

GLJ Ltd.

Calgary, Alberta, Canada

Legal Counsel

Norton Rose Fulbright LLP

Calgary, Alberta, Canada
London, United Kingdom

Transfer Agent and Registrar

Odyssey Trust Company

Calgary, Alberta, Canada

Link Group

London, United Kingdom

UK Nominated Advisor and Joint Broker

Shore Capital

London, United Kingdom

UK Joint Broker

Canaccord Genuity

London, United Kingdom

UK Public Relations

FTI Consulting

London, United Kingdom