Management Information Circular

Notice of 2024 Annual Meeting of Shareholders

May 8, 2024

Notice of 2024 Annual Meeting of Shareholders

You are invited to our 2024 annual meeting of common shareholders (the "Meeting"):

When: Wednesday, June 19, 2024 at 10:30 a.m. (Mountain time)

Where: Virtual-only meeting via live audio webcast at http://web.lumiagm.com/240093619

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

1. Receive our 2023 annual audited consolidated financial statements and the auditors' report thereon.
2. Fix the number of directors to be elected at the Meeting at nine.
3. Elect the nine Management nominees as directors.
4. Appoint KPMG LLP as auditors and authorize the directors to fix their remuneration.
5. Confirm and approve the continuation of our existing shareholder rights plan.
6. Transact such other business as may be properly brought before the Meeting.

Your vote is important.

If you are a shareholder of record of Touchstone Exploration Inc. common shares at the close of business on May 8, 2024, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your common shares and participate in the Meeting. Our management information circular dated May 8, 2024 includes important information with respect to the matters proposed at the Meeting, voting your common shares and attending and participating at the Meeting. Please read it carefully before you vote.

We are holding a virtual-only Meeting which will be conducted via live audio webcast. Every shareholder and duly appointed proxyholder, regardless of their geographic location and ownership, will have an equal opportunity to participate in the Meeting online and vote on the matters to be considered at the Meeting. You cannot attend the Meeting in person.

By Order of the Board of Directors

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

Calgary, Alberta, Canada
May 8, 2024

How to vote			
	Registered Shareholder *Shares held in own name*	**Beneficial Shareholder** *Shares held with a broker, bank or other intermediary*	**Depositary Interest Holder** *Shares held via depositary interests on the UK register*
Internet:	https://vote.odysseytrust.com	www.proxyvote.com	n/a
Phone:	n/a	Call the number(s) listed on your voting instruction form	n/a
Mail:	Return your form of proxy in the enclosed reply envelope	Return your voting instruction form in the enclosed reply envelope	Return your form of direction in the enclosed reply envelope by 5:30 p.m. (BST) on June 11, 2024

If you cannot participate in the Meeting, please submit your vote well in advance of the proxy deposit deadline of 10:30 a.m. (Mountain time) on Monday, June 17, 2024.

Letter to Shareholders

Dear fellow shareholders,

On behalf of the Board of Directors and management team of Touchstone Exploration Inc., we are pleased to invite you to attend our annual meeting of shareholders to be held on Wednesday, June 19, 2024 at 10:30 a.m. (Mountain time) in a virtual-only format that will be conducted via live audio webcast accessible at http://web.lumiagm.com/240093619.

Every shareholder and duly appointed proxyholder, regardless of their geographic location and ownership, will have an equal opportunity to participate at the meeting and vote on the matters to be considered at the meeting. Your vote is important to us. Whether or not you plan to participate in the meeting, we urge you to vote and submit your voting instruction or proxy form in advance of the meeting. This document contains detailed instructions on how to vote and participate in our meeting and includes important information about how Touchstone is governed and how our directors and executive officers are compensated.

Over the past four years, management has proceeded with our Trinidad-focused strategy, taking decisive steps to transform the Company into Trinidad's largest independent onshore oil and natural gas producer. Building on investments made in 2022, in 2023 we commenced our next stage of growth via the commissioning and initial production from our Cascadura natural gas facility. This achievement led to a step change in our production levels, as we reported record production and operating cash flows in the fourth quarter of 2023. In addition, we have moved from our historical reliance on crude oil production to a diversified production mix of oil, natural gas and associated liquids.

On May 1, 2024, we announced that we reached an agreement with the Board of Directors of Trinity Exploration and Production Plc ("Trinity") on the terms of a recommended all-share acquisition by which we intend to acquire the entire issued and to be issued ordinary share capital of Trinity. Trinity is a crude oil exploration, development and production company with onshore and offshore assets located solely in Trinidad and is publicly listed on the AIM market of the London Stock Exchange. Closing of the proposed acquisition is subject to customary regulatory, stock exchange and Trinity shareholder approvals and we expect the transaction to close by the end of the third quarter of 2024. We believe that the proposed acquisition will further build our Trinidad production base, as well as increase our exposure to liquids pricing. We anticipate that the incremental cash flows derived from the combined increase in production levels will allow us to invest in multiple development programs concurrently to accelerate the potential of the asset base and allow greater optionality over capital allocation decisions.

We remain committed to our purpose of providing energy responsibly, and foundational to this purpose is maintaining a high level of understanding of current and emerging environmental, social and governance ("ESG") matters and proactively evaluating industry best practices and current technology to implement and deliver on our ESG goals and targets as outlined in our 2022 ESG Report. We continue to regard safety and the wellbeing of our staff as our primary priority, and in 2023 we received our local Safe to Work certification valid through August 2025. In addition, we believe we made meaningful social investments in 2023, and we have established an independent foundation to oversee these efforts into the future.

Our principal near term strategy focuses on converting our extensive Trinidad reserves base to cash flows by prioritizing our multi-year development and exploration opportunities based on an optimal portfolio strategy. In 2024, our initial capital budget focuses on increasing cash flow generation via the development of our Cascadura field. To date, we have drilled two Cascadura wells on the Cascadura C location, and are currently focusing operations on tying in the wells into our Cascadura natural gas facility on the Cascadura A site, as well as upgrading the facility from its current throughput of 90 MMcf/d to 140 MMcf/d. Our initial 2024 capital budget also contemplates two CO-1 block crude oil development wells, one Coho development well, and one Coho exploration well. Both CO-1 development wells have been successfully drilled and cased to date and we expect to drill the Coho wells in the fourth quarter of 2024.

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

On behalf of our Board of Directors, I would like to express our sincere thanks to our management team, employees and contractors for their tireless efforts and performance. 2023 was a year of significant change and activity, and our team continued to demonstrate a relentless commitment to safety and operational excellence. Through adaptability and resilience, we significantly advanced Touchstone's long-term strategy and positioned the Company for profitable growth in the years ahead.

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

Sincerely,

(signed) *"Paul R. Baay"*

Paul R. Baay
Director, President and Chief Executive Officer

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Management Information Circular

For the Annual Meeting of Shareholders to be held on June 19, 2024

This management information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the Management of Touchstone Exploration Inc. ("**Touchstone**", "**we**", "**our**", "**us**" or the "**Company**") for use at the 2024 annual meeting of the holders of common shares of Touchstone (the "**Meeting**"). **Information contained in this Information Circular is given as of May 8, 2024, and all amounts set forth herein are stated in Canadian dollars, unless noted otherwise.**

Touchstone is having a virtual-only Meeting this year, which will be conducted via live audio webcast. All shareholders will have an opportunity to participate in the Meeting online regardless of their geographic location. Shareholders will not be able to attend the Meeting in person. The virtual-only Meeting will be conducted via live audio webcast at http://web.lumiagm.com/240093619 commencing at 10:30 a.m. (Mountain time) on June 19, 2024 for the purposes set forth in the accompanying Notice of 2024 Annual Meeting of Shareholders (the "**Notice of Meeting**").

The experience of holding virtual shareholder meetings since 2020 has generally been positive, providing shareholders with the ability to attend, ask questions and vote in real time at the Meeting, regardless of their geographic location. Participation at virtual shareholder meetings has enabled access to a wider spectrum of shareholders, including our United Kingdom based shareholders and our Trinidadian employee base, than is possible through an exclusively in-person shareholder meeting. With these benefits in mind, it is our intention to continue to hold virtual or hybrid (both virtual and in person) annual meetings going forward.

You will find financial information about Touchstone in our comparative annual audited consolidated financial statements and accompanying management's discussion and analysis of our financial and operating results for the year ended December 31, 2023. You can also find these documents and other important information about Touchstone on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca). You may also contact us for a copy of these documents.

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

In this Information Circular, we also refer to certain financial measures that are not defined by IFRS Accounting Standards as issued by the International Accounting Standards Board ("**IFRS**" or "**GAAP**"). Please see the "*Advisories - Non-GAAP Financial Measures*" subheading herein for information about these measures and why they are used.

About Touchstone Exploration Inc.

Touchstone is incorporated under the laws of Alberta, Canada with its head office located in Calgary, Alberta. The Company, through its subsidiaries, is a petroleum and natural gas exploration and production company active in the Republic of Trinidad and Tobago ("**Trinidad**"). 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 ("**TSX**") and the AIM market of the London Stock Exchange ("**AIM**") under the symbol "TXP".

Meeting Details and Proxy Solicitation

Meeting Materials

We have elected to use the "notice-and-access" provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver Meeting materials to the registered holders of our common shares ("**Registered Shareholders**") and our Beneficial Shareholders (as defined below). The notice-and-access provisions are a set of rules developed by the Canadian Securities Administrators that allow companies to post certain meeting materials online, reducing paper usage and mailing costs. All shareholders will still receive a notice form with information about the Meeting and how to obtain our Meeting materials, as well as a form of proxy (Registered Shareholders) or a voting instruction form (Beneficial Shareholders). All shareholders who previously asked to receive financial information will also receive a copy of our 2023 annual audited consolidated financial statements and accompanying management's discussion and analysis.

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

In order to receive a paper copy of this Information Circular and other Meeting materials, requests by shareholders may be made up to one year from the date the Information Circular was filed on SEDAR+ (www.sedarplus.ca) by:

(i) calling Odyssey toll free within North America at 1-888-290-1175 (1-587-885-0960 outside of North America);

(ii) by emailing a request to info@touchstoneexploration.com; or

(iii) online at the following websites: www.touchstoneexploration.com/investors/shareholder-meetings or www.odysseycontact.com. Requests should be received at least ten (10) business days in advance of the proxy deposit date set out in the proxy or voting instruction form in order to receive the Meeting materials in advance of such date and the Meeting date.

Who Can Vote

Only shareholders of record at the close of business on May 8, 2024 are entitled to vote at the Meeting, unless that shareholder has transferred any common shares subsequent to that date and the transferee of those common shares, not later than ten (10) days before the Meeting, establishes ownership of the common shares and demands that the transferee's name be included on the list of persons entitled to vote at the Meeting.

Proxy Solicitation

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

How to Participate in the Meeting

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

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

- Go to http://web.lumiagm.com/240093619 in your web browser.
- If you have voting rights, select "Login" and enter your username and the password "touchstone24" (case sensitive).
- If you do not have voting rights, select "Guest" and complete the online form.

You will be able to login to the website from 10:00 a.m. (Mountain time) on June 19, 2024. The Meeting will start at 10:30 a.m. (Mountain time).

Please visit https://odysseytrust.com/virtual-meetings for a tutorial on logging in, participating and voting in the virtual Meeting and please visit www.touchstoneexploration.com/investors/shareholder-meetings for a detailed virtual meeting user guide.

Asking Questions at the Meeting

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

Participants who login as guests can listen to the Meeting but are not able to vote or ask questions at the Meeting.

Difficulties in Accessing the Meeting

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

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

Voting and Proxies

Registered Shareholders

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

How to Vote

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

Voting by Proxy

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

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

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

Alternatively, you have the right to appoint a proxyholder (who need not be a shareholder) other than the representatives of Touchstone designated in the form of proxy to represent you at the Meeting. If you wish to appoint someone else to be your proxyholder, please insert the name of your chosen proxyholder in the space provided on the proxy form and return your proxy by mail or vote by using the internet at https://vote.odysseytrust.com. In addition, **YOU MUST** email appointee@odysseytrust.com by 10:30 a.m. (Mountain time) on Monday, June 17, 2024 and provide Odyssey with the required information for your chosen proxyholder so that Odyssey may provide the proxyholder with a control number via email. This control number will be the username to allow your proxyholder to login to and vote at the Meeting. **Without a control number your proxyholder will only be able to login to the Meeting as a guest and will not be able to vote.**

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

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

Beneficial Shareholders

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

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

Voting Instructions

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

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

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

Voting at the Meeting

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

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

Depositary Interest Holders

Beneficial Shareholders who hold their common shares through the depositary ("**Depositary Interest Holders**") Link Market Services Trustees (Nominees) Limited (the "**Depositary**") are required to follow the following UK voting instructions.

Depositary Interest Holders can direct the Depositary how to vote their common shares or abstain from voting by completing, signing and returning the enclosed form of direction (the "**Form of Direction**"). To be valid, the Form of Direction must be filled out, executed (exactly as the shareholder's name appears on the Form of Direction), and returned by mail using the enclosed reply envelope, or by courier or hand delivery to the office of the Depositary, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 5:30 p.m. (BST) on Tuesday, June 11, 2024 in order for the Depositary to vote as per your instructions at the Meeting. Alternatively, Depositary Interest Holders may instruct the Depositary how to vote by utilizing the CREST electronic voting service as explained under the "*CREST Voting Instructions*" subheading below.

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

CREST Voting Instructions

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted by no later than 5:30 p.m. (BST) on Tuesday, June 11, 2024 (under

CREST Participation ID RA10). The time of receipt will be taken to be the time from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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

Deadline to Vote

Odyssey, our transfer agent, must receive your completed proxy form or voting instructions by 10:30 a.m. (Mountain time) on Monday, June 17, 2024, or if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays observed in the Province of Alberta) prior to the time set for the Meeting to be reconvened.

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

Changing Your Vote

You can revoke a proxy form you previously submitted by sending us a revocation notice in writing from you or an attorney to whom you have given written authorization. If the shareholder is a corporation, the change must be made under its corporate seal or by an authorized officer or attorney. The written notice must be delivered to our head office any time before 4:30 p.m. (Mountain time) on Tuesday, June 18, 2024 or if the Meeting is adjourned or postponed, the last business day before the date the Meeting is reconvened. The Chair of the Meeting may waive or extend the proxy cut-off without notice. You can also revoke your proxy in any other way the law permits. If you have followed the process for participating in and voting at the Meeting online as described under the subheading "*Meeting Details and Proxy Solicitation - How to Participate in the Meeting*" above, voting at the Meeting online will revoke your previous proxy. If you are a Beneficial Shareholder, contact your broker, financial institution or the nominee that holds your common shares to revoke your voting instructions.

Quorum for Meeting and Approval Requirements

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

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

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

Voting of Common Shares and Principal Holders Thereof

The Company is authorized to issue an unlimited number of common shares without nominal or par value. As of the date hereof, 234,212,726 common shares are issued and outstanding as fully paid and non-assessable shares in the capital of the Company. The holders of common shares are entitled to one vote per common share at meetings of shareholders, to receive any dividend when declared by the Board of Directors of the Company (the "**Board**") and to receive *pro rata* upon liquidation, dissolution or winding-up of the Company, the remaining property of the Company.

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

The record date for the determination of shareholders is May 8, 2024, and only shareholders of record at the close of business on such date are entitled to receive notice of, participate in, and vote at the Meeting, unless a shareholder has transferred their common shares subsequent to that date and the transferee of those common shares, not later than ten (10) days before the Meeting, establishes ownership of the common shares and demands that the transferee's name be included on the list of persons entitled to vote at the Meeting. As of the record date of the Meeting, there were 234,212,726 common shares issued and outstanding.

Based on information supplied to them, to the knowledge of our directors and executive officers, as of the date hereof, there are no persons or companies who beneficially owns, or controls or directs, directly or indirectly, more than ten percent (10%) of the voting rights attached to our issued and outstanding common shares.

Other Matters Related to the Meeting

Majority Voting Policy

The Company has a Majority Voting Policy as required by TSX rules. Accordingly, unless there is a contested election, a director who receives more "withhold" than "for" votes is required to tender their resignation to the Chair of the Board, to be effective upon acceptance by the Board. The Board will accept the resignation absent extraordinary circumstances. The Board's decision to accept or reject the resignation must be made within ninety (90) days of the particular annual meeting. The Board's decision, including the reasons for not accepting any resignation, will be promptly disclosed to the public through the issuance of a news release, a copy of which will be provided to the TSX. A copy of the policy is available on our website (www.touchstoneexploration.com/governance/board-mandate).

Advance Notice By-law

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

Matters to be Acted Upon at the Meeting

The following matters will be acted upon at the Meeting:

Proposal	Management's recommendation
Fix the number of directors to be elected at nine	FOR
Elect the nine Management nominees as directors	FOR
Appoint KPMG LLP as auditors and to authorize the directors to fix their remuneration	FOR
Confirm and approve the continuation of the existing shareholder rights plan	FOR

Receipt of the Financial Statements and Auditors' Report

At the Meeting, shareholders will receive the comparative annual audited consolidated financial statements of the Company for the year ended December 31, 2023 together with the auditors' report thereon, but no vote by the shareholders with respect thereto is required or proposed to be taken.

Our comparative annual audited consolidated financial statements and accompanying management's discussion and analysis for the year ended December 31, 2023 are available on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca).

Fixing the Number of Directors

Under our articles, the number of directors may be fixed or changed from time to time by ordinary resolution but shall not be fewer than three (3). Between annual meetings, the directors have the authority to fill vacancies that may from time to time exist or appoint additional directors provided however that such number of additional directors shall not exceed one-third of those directors elected at the last annual shareholder meeting. There are currently nine (9) directors on our Board, and it is proposed that the number of directors to be elected at the Meeting be fixed at nine (9).

Management recommends that shareholders vote FOR fixing the number of directors to be elected at the Meeting at nine (9). Unless instructed otherwise, the persons named in the enclosed form of proxy will vote FOR fixing the number of directors to be elected at the Meeting at nine (9).

Election of Directors

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

The nine (9) nominees proposed for election as our directors are as follows:

Jenny Alfandary	**Paul R. Baay**	**Dr. Priya Marajh**
Kenneth R. McKinnon	**Peter Nicol**	**Beverley Smith**
Stanley T. Smith	**Dr. Harrie Vredenburg**	**John D. Wright**

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

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

Shareholders should note that, as a result of the Company's Majority Voting Policy, a "withhold vote" is effectively the same as a vote against a director nominee in an uncontested election. If for any reason, any of the proposed nominees does not stand for election or is unable to serve as such, the Management designees named in the form of proxy reserve the right to vote for any other nominee in their sole discretion unless the shareholder has specified therein that their common shares are to be withheld from voting on the election of directors.

Appointment of Auditors

The Board appoints an independent registered accounting firm as the Company's auditors on an annual basis based on the recommendation of its Audit Committee. The Audit Committee and the Board have reviewed the performance of KPMG LLP, Chartered Professional Accountants, of Calgary, Alberta ("**KPMG**"), including its independence relating to the audit, and recommends the re-appointment of KPMG as the Company's auditors until the next annual meeting of the shareholders.

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

The following table summarizes the aggregate fees paid or payable to KPMG as applicable 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.

Year	**Audit fees**[1] *(C$)*	**Audit-related fees**[2] *(C$)*	**Tax fees**[3] *(C$)*	**All other fees**[4] *(C$)*
2023	299,664	-	-	-
2022	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.

Additional information regarding the Company's Audit Committee, including information that is required to be disclosed in accordance with National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") is contained in the Company's 2023 Annual Information Form dated March 20, 2024 (the "**2023 AIF**"), which is available on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca).

Confirmation and Approval of Shareholder Rights Plan

General

The Company established a shareholder rights plan pursuant to a Shareholder Rights Plan Agreement dated as of November 19, 2012 between the Company (then 1708589 Alberta Ltd.) and Computershare Trust Company of Canada, 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 Trust Company of Canada was discharged from its duties as rights agent under the Shareholder Rights Plan Agreement, and Odyssey was appointed as successor rights agent to act on behalf of the Company and the holders of the Rights.

Our shareholders approved an Amended and Restated Shareholder Rights Plan Agreement between the Company and Odyssey (the "**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 to Odyssey. The Company is seeking shareholder approval for the renewal and continuation of the Rights Plan as TSX rules require that a company's shareholders must approve an existing shareholder rights plan every three years in order for it to continue in effect.

Summary of Rights Plan

A summary of the principal terms of the Rights Plan is attached as Appendix "B" to this Information Circular. Unless otherwise indicated, all capitalized terms used in this section of the Information Circular have the meanings set forth in the Rights Plan. The complete text of the Rights Plan is available on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca). Shareholders wishing to receive a copy should contact the Company by telephone at (403) 750-4400 or by emailing a request to info@touchstoneexploration.com.

The fundamental objectives of the Rights Plan are to create a mechanism to assist in maximizing shareholder value in the face of a take-over bid and to encourage the fair and equal treatment of all shareholders. Notwithstanding the protections afforded by Canadian securities legislation, there are still concerns related to the potential for unequal treatment of shareholders due to the possibility that control of the Company could be acquired pursuant to a private agreement in which one or a small group of shareholders dispose of shares at a premium to market price, which premium is not shared with the other shareholders. In addition, a person may slowly accumulate shares through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all shareholders. The Rights Plan is intended to mitigate the potential for such "creeping" take-over bids. It does so by encouraging a potential bidder to proceed either by way of a Permitted Bid, which requires the take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board.

Under Canadian securities legislation, a take-over bid generally means an offer to acquire voting or equity shares of a person or persons where the shares subject to the offer to acquire, together with shares already owned by the bidder and certain related parties, comprise twenty percent (20%) or more of the outstanding shares of a company. While the Rights Plan is intended to regulate certain aspects of take-over bids for the Company, it is not intended to deter a bona fide attempt to acquire control of the Company if the offer is made fairly. The Rights Plan does not affect the duty of the Board to give due and proper consideration to any offer that is made and to act honestly, in good faith and in the best interests of the Company and its shareholders. The Rights Plan utilizes the mechanism of the Permitted Bid to ensure that a person or persons seeking control of the Company allows shareholders and the Board sufficient time to evaluate the bid. The purpose of the Permitted Bid feature is to allow a potential bidder to avoid the dilutive features of the Rights Plan by making a bid in conformity with the conditions specified in the Permitted Bid provisions.

If a person or persons make a take-over bid that is a Permitted Bid, the Rights Plan will not affect the transaction in any respect. Otherwise, a person will likely find it impractical to acquire twenty percent (20%) or more of the outstanding common shares because the Rights Plan will substantially dilute the holdings of a person or group that seeks to acquire such an interest other than by means of a Permitted Bid or on terms approved by the Board. When a person or group or their transferees become an Acquiring Person, the Rights beneficially owned by those persons become void, thereby permitting their holdings to be diluted. The possibility of such dilution is intended to encourage such persons to make a Permitted Bid or to seek to negotiate with the Board the terms of an offer which is fair to all shareholders.

The most common approaches that a bidder may take to have the Rights Plan withdrawn are to approach the Board with a view to negotiating a transaction acceptable to the Board and obtaining a waiver of the Rights Plan or to apply to a securities commission to order the withdrawal of the Rights Plan. Both of these approaches will achieve the objectives of the Rights Plan because they will give the Board more control over any sale process and increase the likelihood of maximizing shareholder value. A potential bidder can also avoid the dilutive features of the Rights Plan by making a take-over bid that conforms to the requirements of a Permitted Bid.

The issuance of the Rights will not interfere with the day-to-day operations of the Company and will not in any way alter the financial condition of the Company. The issuance is not inherently dilutive, will not affect reported earnings per share and will not change the way in which shareholders would otherwise trade common shares. By permitting holders of Rights, other than an Acquiring Person, to acquire common shares at a discount to market value, the Rights may cause substantial dilution to a person or group of persons who acquire twenty percent (20%) or more of the voting securities of the Company other than by way of a Permitted Bid or other than in circumstances where the Rights are redeemed or the application of the Rights Plan is waived.

Shareholder Approval

Pursuant to the terms of the Rights Plan and TSX rules, the Rights Plan must be reconfirmed at every third annual meeting of shareholders. If it is not so reconfirmed, then the Rights Plan and all outstanding Rights will terminate as of the date of the annual meeting at which the Rights Plan was required to have been reconfirmed. The Board has determined that the proposed reconfirmation of the Rights Plan is in the best interests of the Company and its shareholders. At the Meeting, the following ordinary resolution (the "**Rights Plan Resolution**") will be placed before shareholders for approval:

"BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company that:

1. the amended and restated shareholder rights plan agreement between the Company and Odyssey Trust Company dated June 9, 2021 ("**Rights Agreement**") is hereby ratified, confirmed and approved;

2. any one director or officer of the Company be and is hereby authorized and directed to do all things and to execute and deliver all documents and instruments as may be necessary or desirable to carry out the terms of this resolution; and

3. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable by the directors."

Management recommends that shareholders vote FOR the approval of the Rights Plan Resolution. Unless instructed otherwise, the persons named in the enclosed form of proxy will vote FOR the approval of the Rights Plan Resolution.

To be adopted, the Rights Plan Resolution must be approved by a simple majority of the votes cast by shareholders at the Meeting. If the Rights Plan Resolution is not approved, the Rights Plan will become void and of no further force and effect upon the termination of the Meeting, and the Company will cease to have any form of shareholder rights plan.

Other Matters

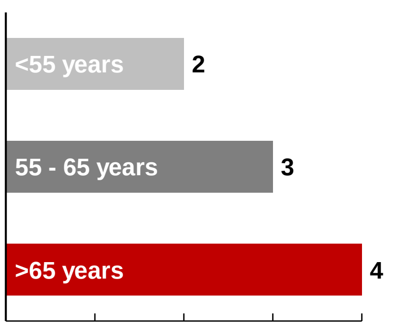
Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the common shares represented by proxy solicited hereby will be voted or withheld from voting on such matters in accordance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

Board of Directors

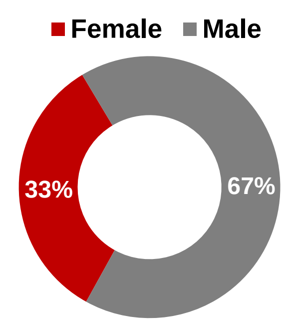
The Board of Directors is responsible for the stewardship of Touchstone on behalf of its shareholders to ensure the long-term success of the Company. The Board currently has nine members, including eight independent, non-executive directors and the President and Chief Executive Officer. Management has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

Overview of Nominated Directors

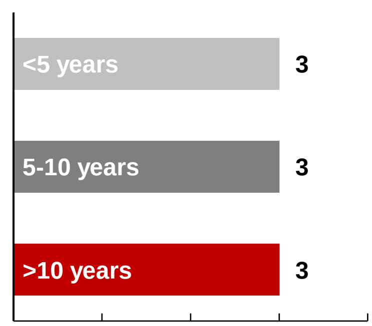
Age



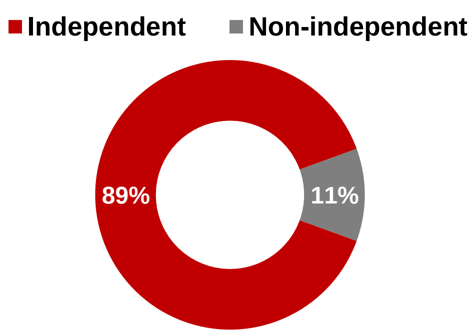
Gender



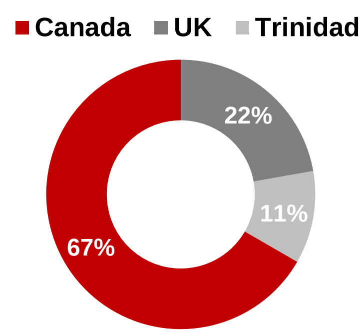
Tenure



Independence

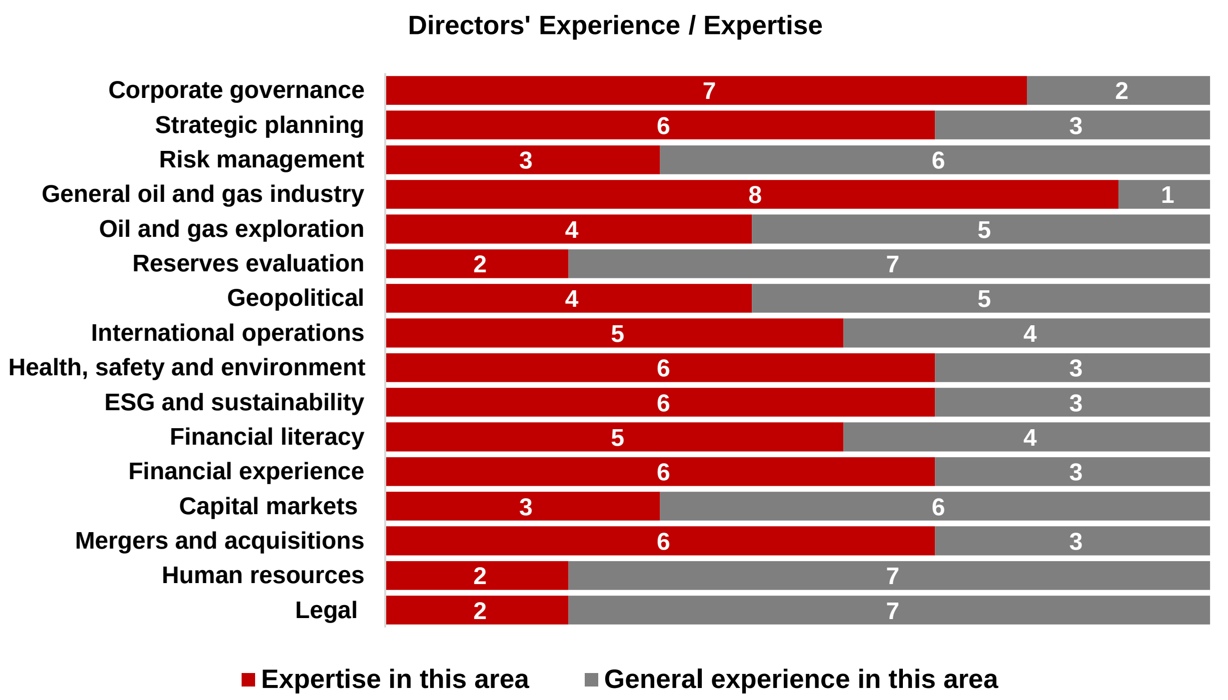


Geographical Location



Summary of Nominated Directors' Experience

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



Biographies of Nominated Directors

As of the date hereof, the directors of the Company, as a group, beneficially own, control or direct, directly or indirectly, 9,591,471 common shares representing approximately 4.1 percent of our issued and outstanding common shares. All of the director nominees complied with our share ownership policy as of December 31, 2023 (see the "*Share Ownership Guidelines*" heading herein for further information). The following information related to the director nominees is based partly on our records and partly on information received by us from the nominees.

Notes to all nominated director biography tables hereunder:

1. The information as to common shares beneficially owned, or controlled or directed, directly or indirectly, is based upon information furnished to us by the respective director nominees as of December 31, 2023 and December 31, 2022.

2. The market value of Touchstone common shares represents the number held by each director nominee on December 31 of the applicable year multiplied by the closing price of the Company's common shares on the TSX on December 31 of the applicable year (2023 - $0.72 and 2022 - $0.92).

3. The value of stock options represents the number of common shares payable on settlement of the outstanding vested and unvested in-the-money stock options held by each director nominee on December 31 of the applicable year, multiplied by the difference between the exercise price for the applicable stock option grant and the closing price of the Company's common shares on the TSX on December 31 of the applicable year (2023 - $0.72 and 2022 - $0.92).

4. The total value of common shares and stock options represents the sum of the values calculated in notes 2 and 3 above.

Jenny Alfandary, ICD.D

Toronto, Ontario, Canada

Age: 53

Director since July 11, 2022

Independent director

Shareholder approval rating at the 2023 meeting: 95.62%

Ms. Alfandary is a Board Governor of the Mackenzie Institute since 2021 and Chair of the Advisory Board at HMG Strategy, CIOs, CISOs, CDOs Association 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 since 2017. In addition, Ms. Alfandary is a member of the Institute of Corporate Directors and is a Greater Toronto Area Chapter Executive.

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 has previously served on various energy industry boards of directors.

Ms. Alfandary holds a Bachelor of Science in computer science and statistics as well as a Master of Science in management information systems and technology from Tel Aviv University.

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Audit Committee		Member	4/4	100
Compensation and Governance Committee		Member	n/a	n/a
Health, Safety, Social and Environmental ("**HSSE**") Committee		Former Member	3/3	100
Equity Holdings(1)	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	18,868	13,585	-	-
Stock options(3)	240,000	-	120,000	-
Total(4)		**13,585**		**-**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

Paul R. Baay, ICD.D

Calgary, Alberta, Canada

Age: 61

Director since May 13, 2014

Non-independent director

Shareholder approval rating at the 2023 meeting: 97.06%

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

Mr. Baay serves as the Chair of the Board of Directors of the Alberta Foundation for the Arts since March 2023. Mr. Baay was a member of the Board of Trustees of the National Art Gallery of Canada from June 2006 to December 2022. He is a member of the Institute of Corporate Directors and is a graduate of the University of Western Ontario, with a Bachelor of Arts in administrative and commercial studies.

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Equity Holdings[1]	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares[2]	2,211,352	1,592,173	1,975,009	1,817,008
Stock options[3]	2,300,000	328,500	2,100,000	718,500
Total[4]		**1,920,673**		**2,535,508**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

Dr. Priya Marajh, PhD

Port of Spain, Trinidad

Age: 41

Director since July 11, 2022

Independent director

Shareholder approval rating at the 2023 meeting: 98.43%

Dr. Priya Marajh is currently the Vice President - Advocacy and Member Engagement at the Energy Chamber of Trinidad and Tobago since 2018 and a consultant and technical lead for the United Nations Development Programme since July 2021. Dr. Marajh is also a part-time lecturer at The University of the West Indies since 2008. She has experience in both corporate and academia in the energy sector and in the areas of international business development, relations and law, diplomacy, advocacy, local content development, and social and economic policy development.

Dr. Marajh was the Manager of Research and Communications at the Energy Chamber of Trinidad and Tobago from September 2014 to 2018 and previously served as International Relations Officer for the Government of the Republic of Trinidad and Tobago Ministry of Foreign Affairs.

Dr. Marajh holds a Bachelor of Laws from the University of London, a Master of Science in international relations from the University of the West Indies and a Doctor of Philosophy in international relations from the University of the West Indies.

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Compensation and Governance Committee		Member	2/2	100
HSSE Committee		Member	4/4	100
Equity Holdings[1]	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares[2]	-	-	-	-
Stock options[3]	230,000	-	115,000	-
Total[4]		**-**		**-**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

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

Calgary, Alberta, Canada

Age: 65

Director since October 24, 2012

Independent director

Shareholder approval rating at the 2023 meeting: 94.39%

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

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

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

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Audit Committee		Member	4/4	100
Compensation and Governance Committee		Chair	2/2	100
Equity Holdings(1)	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	787,119	566,726	768,251	706,791
Stock options(3)	702,500	99,125	560,000	154,125
Total(4)		**665,851**		**860,916**
Other Public Board Directorships		**Committee Positions**		
Alvopetro Energy Ltd.		Chair of the Compensation Committee Audit Committee		

Peter Nicol

London, United Kingdom

Age: 67

Director since June 26, 2017

Independent director

Shareholder approval rating at the 2023 meeting: 98.79%

Mr. Nicol has over forty years of experience in the international oil and gas sector in both industry and investment banking. He founded and has been the Chief Executive Officer of Locin Energy Ltd. (energy consulting firm) since March 2012. Mr. Nicol is currently 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 TSX Venture Exchange and AIM. Further, Mr. Nicol is a director, Chair of the Audit Committee and member of the Compensation Committee of AIM quoted Deltic Energy Plc. He also serves as a director of ERC Equipoise Limited and Thorogood Associates Ltd., both private companies.

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

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Audit Committee		Member	4/4	100
Reserves Committee		Chair	2/2	100
Equity Holdings(1)	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	520,532	374,783	501,664	461,531
Stock options(3)	530,000	31,800	397,500	58,300
Total(4)		**406,583**		**519,831**
Other Public Board Directorships		**Committee Positions**		
Eco (Atlantic) Oil and Gas Ltd.		Chair of the Board Chair of Audit Committee Chair of the Compensation Committee		
Deltic Energy Plc		Chair of the Audit Committee Compensation Committee		

Beverley Smith

Ascot, United Kingdom

Age: 58

Director since December 22, 2020

Independent director

Shareholder approval rating at the 2023 meeting: 98.57%

Ms. Smith is a chartered geologist and an accomplished business leader with over thirty years of experience in the oil and gas sector, having delivered a portfolio of achievements in a successful international career with BG Group, most recently as the Vice President Exploration and Growth for Europe from March 2015 to December 2016. Ms. Smith has been an independent consultant since January 2017 and is currently a director of Rex International Holdings, a Singapore-listed company with production in Norway and Oman.

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

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

2023 Board and Committee Participation	**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors	Member	7/7	100
HSSE Committee	Chair	4/4	100
Reserves Committee	Member	2/2	100

Equity Holdings[1]	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares[2]	61,526	44,299	42,658	39,245
Stock options[3]	387,500	-	260,000	-
Total[4]		**44,299**		**39,245**

Other Public Board Directorships	**Committee Positions**
Rex International Holdings	n/a

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

Calgary, Alberta, Canada

Age: 70

Director since October 4, 2017

Independent director

Shareholder approval rating at the 2023 meeting: 92.95%

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

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Audit Committee		Chair	4/4	100
Reserves Committee		Member	2/2	100
Equity Holdings(1)	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	689,698	496,583	670,830	617,164
Stock options(3)	458,335	11,000	320,835	20,167
Total(4)		**507,583**		**637,331**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

Dr. Harrie Vredenburg, PhD, ICD.D

Calgary, Alberta, Canada

Age: 71

Director since October 24, 2012

Independent director

Shareholder approval rating at the 2023 meeting: 97.21%

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

Dr. Vredenburg is a leading scholar in the areas of competitive strategy, innovation, sustainable development and corporate governance in the global energy and natural resource industries. He has authored and coauthored more than sixty frequently cited articles in leading international journals including Strategic Management Journal, Organization Science, MIT Sloan Management Review, Harvard Business Review, Technovation, Energy Policy, Energies, International Journal of Hydrogen Energy, International Journal of Economics and Business Research and Global Business and Economics Review. He has also coauthored government reports on industry regulation, innovation and competitiveness and on nuclear energy and consults to industry. His publications have been cited more than 9,300 times according to Google Scholar.

Dr. Vredenburg was founding Chair of the Board of Directors of TERIC Power Ltd. for seven years until the company's shares were acquired in 2022. He is a director of Prairie Thunder Resources Ltd. and a member of the advisory board of Proton Technologies Canada Inc., both private companies. He was previously a director of Petrobank Energy and Resources Ltd. from 2006 to 2012 and of Kainji Resources Ltd. from 2010 to 2020.

Dr. Vredenburg holds a Bachelor of Arts (Honours) in history from the University of Toronto, a Master of Business Administration in international business and finance from McMaster University and a Doctor of Philosophy in strategic management from the University of Western Ontario. Dr. Vredenburg is a member of the Institute of Corporate Directors and holds dual Canadian and Dutch (EU) nationalities.

2023 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/7	100
Compensation and Governance Committee		Former Member	2/2	100
HSSE Committee		Member	4/4	100
Equity Holdings[1]	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares[2]	488,765	351,911	420,417	386,784
Stock options[3]	580,000	83,950	545,000	183,550
Total[4]		**435,861**		**570,334**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

John D. Wright, P.Eng., CFA

Calgary, Alberta, Canada

Age: 63

Chair of the Board and director since October 24, 2012

Independent director

Shareholder approval rating at the 2023 meeting: 96.05%

Mr. Wright has been the Chair of the Board of Directors of Touchstone Exploration Inc. since 2012 and has been the President of Analogy Capital Advisors Inc. since March 2017. He is currently the Chair of the Board of Directors, Chair of the Compensation and Governance Committee and member of the Reserves Committee of Grounded Lithium Corp., positions he has held since August 2022. He also currently serves as the Chair of the Board of Directors of Alvopetro Energy Ltd. and is a member of the company's Compensation and Reserves Committees. Mr. Wright was previously the President, Chief Executive Officer and a director of Petrobank Energy and Resources Ltd., Touchstone's predecessor company, from 2000 to 2012.

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

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

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

2023 Board and Committee Participation	**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors	Chair	7/7	100
Compensation and Governance Committee	Former Member	2/2	100
Reserves Committee	Member	2/2	100

Equity Holdings(1)	**2023**		**2022**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	4,773,177	3,436,687	5,127,892	4,717,661
Stock options(3)	445,000	-	344,166	21,633
Total(4)		**3,436,687**		**4,739,294**

Other Public Board Directorships	**Committee Positions**
Alvopetro Energy Ltd.	Chair of the Board Compensation Committee Reserves Committee
Grounded Lithium Corp.	Chair of the Board Chair of the Compensation and Governance Committee Reserves Committee

Additional Disclosure Relating to Nominated Directors

Corporate Cease Trade Orders

To the knowledge of the Company, other than as set forth below, no proposed director of the Company is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including Touchstone and any personal holding company of the proposed director) that, while that person was acting in that capacity:

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

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

Mr. Paul R. 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 proposed director of the Company:

(a) is, at the date of this Information Circular, or has been, within the (10) years before the date of this Information Circular, a director or executive officer of any company (including Touchstone) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

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 from his director position on October 10, 2019. OAN was unable to file a proposal within the provided period and was deemed to have made an assignment into bankruptcy on October 16, 2019.

Penalties or Sanctions

To the knowledge of the Company, other than as set forth below, no proposed director of the Company has been subject to:

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

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

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.

Directors' Compensation

General

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

The main objectives of our directors' compensation plan are to attract and retain the services of the most qualified individuals, compensate such directors in a manner that is commensurate with the risks and responsibilities assumed in board and committee membership, compensate directors in a manner that is competitive with our external compensation peer group of international oil and natural gas companies and align the interests of our directors with shareholders. Our Board believes it is important that directors demonstrate their commitment to our stewardship through share ownership.

To meet and maintain these objectives, our Compensation Committee annually performs a review of our directors' compensation plan, which includes reviewing the compensation paid to directors of an industry specific compensation peer group (for a listing of our 2023 peer group members, refer to the "*Executive Compensation - External Compensation Peer Group*" subheading herein). The Compensation Committee recommends any changes to the director compensation plan to the Board for consideration and, if deemed appropriate, approval.

Director Compensation and Compensation Components

Annual Director Retainers

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

In February and March 2023, our Compensation Committee and Board approved annual 2023 independent director retainers, which were unchanged from 2022. The following table sets forth our cash compensation plan for our independent directors for the years ended December 31, 2023 and 2022.

Position	**Annual 2023 retainer** *($)*	**Annual 2022 retainer** *($)*	**Percentage change** *(%)*
Chair of the Board	80,000	80,000	-
Independent board member	60,000	60,000	-
Audit Committee Chair	5,000	5,000	-
Compensation and Governance Committee Chair	5,000	5,000	-
Reserves Committee Chair	2,500	2,500	-
HSSE Committee Chair	2,500	2,500	-

Long-term Incentive Compensation

On May 11, 2023, our Compensation Committee recommended, and our Board approved, a deferred share unit compensation plan ("**DSU Plan**") to be used as a component of our independent director long-term incentive compensation. No director share units ("**DSUs**") were awarded under the DSU Plan during the year ended December 31, 2023.

On May 11, 2023, the Board adopted an omnibus incentive compensation plan (the "**Omnibus Plan**"), which was approved by our shareholders at our annual and special meeting on June 29, 2023. The Omnibus Plan replaced the Company's stock option plan (the "**Legacy Stock Option Plan**") which was implemented by Touchstone on December 17, 2012 and was amended and restated by the Board on June 19, 2017. 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 ("**RSUs**") and performance share units ("**PSUs**") (collectively, the "**awards**"). For a description of the terms of the Omnibus Plan, refer to the "*Securities Authorized for Issuance Under Equity Compensation Plans - Omnibus Incentive Compensation Plan*" subheading herein.

No additional stock options will be granted under the Legacy Stock Option 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. For a description of the terms of the Legacy Stock Option Plan, refer to the "*Securities Authorized for Issuance Under Equity Compensation Plans - Legacy Stock Option Plan*" subheading herein.

Independent directors are entitled to receive long-term incentive compensation in the form of stock options issued pursuant to our Omnibus Plan and participation in our DSU Plan. The number of annual awards granted pursuant to our equity-based compensation plans are reviewed annually by the Compensation Committee to be approved by the Board and are typically awarded following the routine trading blackout period related to the release of our annual financial statements, subject to any self-imposed trading blackout periods that may be in effect.

In February and March 2023, our Compensation Committee and Board approved an annual 2023 grant of stock options awards to our independent directors, which were granted on September 18, 2023 pursuant to the Omnibus Plan. There were no share-based awards granted to our independent directors during the year ended December 31, 2023. The following table sets forth stock option awards approved by the Compensation Committee and Board for our independent directors for the years ended December 31, 2023 and 2022.

Position	Number of common shares underlying stock options granted in 2023	Number of common shares underlying stock options granted in 2022	Percentage change *(%)*
Chair of the Board	145,000	145,000	-
Independent board member	110,000	110,000	-
Audit Committee Chair	25,000	25,000	-
Audit Committee member	7,500	7,500	-
Compensation and Governance Committee Chair	25,000	25,000	-
Compensation and Governance Committee member	2,500	2,500	-
HSSE Committee Chair	15,000	15,000	-
HSSE Committee member	2,500	2,500	-
Reserves Committee Chair	15,000	15,000	-
Reserves Committee member	2,500	2,500	-

Employee Share Ownership Plan

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

Independent directors may contribute to the Company's ESOP, with Touchstone matching a director's contribution on a 100 percent basis to a maximum of $10,000 per annum.

2024 Directors' Compensation

In June 2023, our Compensation Committee engaged Hugessen Consulting ("**Hugessen**") to conduct a review of our independent director and executive officer compensation plans for the 2024 financial year. For the year ended December 31, 2023, we paid Hugessen approximately $29,000 in fees associated with its assessment of the competitiveness of our director and executive compensation plans.

Based on the review of our 2024 director compensation program which included a review of the Company's external compensation peer group (as discussed in the "*Executive Compensation - External Compensation Peer Group*" subheading herein) and recommendations provided by Hugessen, our Compensation Committee recommended, and our Board approved, to award DSUs in lieu of stock options to our independent directors in 2024. The director compensation program previously established varying long-term incentive compensation based on participation on committees. In 2024, the Compensation committee determined that it was appropriate to maintain an equivalent compensation for all Board members given their combined efforts on varying committees and all board activities. As such, the Compensation Committee and the Board approved a reduction in long-term incentive compensation for participating on committees, and a retainer increase of $5,000 per independent director for the 2024 financial year.

Directors' Summary Compensation Table

The following table presents the total compensation paid to our independent directors during the year ended December 31, 2023. We do not provide non-equity incentive plan or pension plan compensation to our independent directors.

Director	Fees earned[1] ($)	Share-based awards[2] ($)	Option-based awards[3] ($)	All other compensation[4] ($)	Total compensation ($)
Jenny Alfandary	60,000	-	66,548	12,599	139,147
Dr. Priya Marajh	60,000	-	63,775	10,000	133,775
Kenneth R. McKinnon	65,000	-	79,026	10,236	154,262
Peter Nicol	62,500	-	73,480	10,000	145,980
Beverley Smith	62,500	-	70,707	10,000	143,207
Stanley T. Smith	65,000	-	76,253	11,244	152,497
Dr. Harrie Vredenburg	60,000	-	63,775	10,000	133,775
John D. Wright	80,000	-	83,185	10,000	173,185

Notes:

1. Director fees earned represent Board and committee member annual cash retainers paid in June and December 2023.
2. Directors were not granted share-based awards during the year ended December 31, 2023.
3. Option-based awards consist of stock options granted during the year pursuant to the Omnibus Plan. The fair value of stock options granted is estimated based on the grant date using the Black-Scholes option-pricing model. It is the same methodology used by the Company to determine the accounting fair value of the stock options, in accordance with IFRS 2 - *Share-based Payment* ("**IFRS 2**"). In 2023, stock options were granted to directors on September 18, 2023, using the following weighted average assumptions to calculate the weighted average grant fair value of $0.55 per stock option: 3-year expected life, 4.5 percent risk-free interest rate, 69 percent expected volatility and 0 percent expected dividend yield. For a description of the terms of the Omnibus Plan, see the "*Securities Authorized for Issuance Under Equity Compensation Plans - Omnibus Incentive Compensation Plan*" subheading herein.
4. This column reflects Company matched contributions to the ESOP and professional fee reimbursements. The table does not include travel expense reimbursements, as such amounts are reimbursed to all directors, executive officers and employees for expenses incurred in performing their duties.

Directors' Long-term Incentive Plan Awards

The following table sets forth all option-based awards outstanding as of December 31, 2023 for each of our independent directors. There were no share-based awards granted to our independent directors during the year ended December 31, 2023.

Option-Based Awards[1]					
Director	Grant date	Number of common shares underlying unexercised stock options	Stock option exercise price ($)	Stock option expiration date	Value of unexercised in-the-money stock options[2] ($)
Jenny Alfandary	August 26, 2022 September 18, 2023	120,000 120,000	1.55 1.15	August 26, 2027 September 18, 2028	- -
Dr. Priya Marajh	August 26, 2022 September 18, 2023	115,000 115,000	1.55 1.15	August 26, 2027 September 18, 2028	- -
Kenneth R. McKinnon	April 5, 2019 April 6, 2020 May 25, 2021 April 8, 2022 September 18, 2023	132,500 142,500 142,500 142,500 142,500	0.23 0.48 1.73 1.43 1.15	April 5, 2024 April 6, 2025 May 25, 2026 April 8, 2027 September 18, 2028	64,925 34,200 - - -

Option-Based Awards[1]					
Director	**Grant date**	**Number of common shares underlying unexercised stock options**	**Stock option exercise price** *($)*	**Stock option expiration date**	**Value of unexercised in-the-money stock options[2]** *($)*
Peter Nicol	April 6, 2020 May 25, 2021 April 8, 2022 September 18, 2023	132,500 132,500 132,500 132,500	0.48 1.73 1.43 1.15	April 6, 2025 May 25, 2026 April 8, 2027 September 18, 2028	31,800 - - -
Beverley Smith	December 22, 2020 May 25, 2021 April 8, 2022 September 18, 2023	115,000 15,000 130,000 127,500	2.07 1.73 1.43 1.15	December 22, 2025 May 25, 2026 April 8, 2027 September 18, 2028	- - - -
Stanley T. Smith	April 6, 2020 May 25, 2021 April 8, 2022 September 18, 2023	45,835 137,500 137,500 137,500	0.48 1.73 1.43 1.15	April 6, 2025 May 25, 2026 April 8, 2027 September 18, 2028	11,000 - - -
Dr. Harrie Vredenburg	April 5, 2019 April 6, 2020 May 25, 2021 April 8, 2022 September 18, 2023	115,000 115,000 117,500 117,500 115,000	0.23 0.48 1.73 1.43 1.15	April 5, 2024 April 6, 2025 May 25, 2026 April 8, 2027 September 18, 2028	56,350 27,600 - - -
John D. Wright	May 25, 2021 April 8, 2022 September 18, 2023	147,500 147,500 150,000	1.73 1.43 1.15	May 25, 2026 April 8, 2027 September 18, 2028	- - -

Notes:
1. For periods prior to June 29, 2023, option-based awards consist of stock options granted pursuant to the Legacy Stock Option Plan. For periods subsequent to June 29, 2023, option-based awards consist of stock options granted pursuant to the Omnibus Plan. For a description of the terms of each plan, see the heading "*Securities Authorized for Issuance Under Equity Compensation Plans*" herein.
2. The value of unexercised in-the-money stock options represents the number of common shares payable on settlement of any outstanding vested and unvested stock options held by each director nominee, multiplied by the difference between the closing price of the Company's common shares on the TSX on December 31, 2023 of $0.72 and the exercise price for the applicable stock option grant.

All stock options granted by Touchstone to our independent directors disclosed above vest in three instalments on each of the first, second and third anniversaries of the date of grant, and the exercise price represented the volume weighted average trading price per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date. During the 2023 financial year, the Company did not adjust, amend, cancel, replace or modify the exercise price of stock options previously awarded to an independent director.

Value of Directors' Equity-based Awards Vested During 2023

The following table sets forth, for each of our independent directors, the value of share-based and option-based awards which vested during the year ended December 31, 2023. We do not provide non-equity incentive plan compensation to our independent directors.

Director	Share-based awards - value vested during the year[1] *($)*	Option-based awards - value vested during the year[2] *($)*
Jenny Alfandary	-	-
Dr. Priya Marajh	-	-

Director	Share-based awards - value vested during the year[1] *($)*	Option-based awards - value vested during the year[2] *($)*
Kenneth R. McKinnon	-	28,500
Peter Nicol	-	26,500
Beverley Smith	-	-
Stanley T. Smith	-	27,500
Dr. Harrie Vredenburg	-	23,000
John D. Wright	-	29,500

Notes:

1. Directors were not granted share-based awards prior to December 31, 2023.
2. Option-based awards that vested during the year consisted of stock options granted pursuant to the Legacy Stock Option Plan. For a description of the terms of the Legacy Stock Option Plan, see the subheading "*Securities Authorized for Issuance Under Equity Compensation Plans - Legacy Stock Option Plan*" herein. The value of stock options that vested during the year represents the number of in-the-money stock options held by each individual that vested in 2023 multiplied by the difference between the TSX closing price of the Company's common shares on the respective stock option vesting dates and the respective stock option exercise prices.

Value Realized from Stock Option Exercises

The following table sets forth, for each of our independent directors, the value realized from stock options exercised during the year ended December 31, 2023.

Director	Date of exercise	Number of common shares acquired on exercise	Aggregate value realized[1] *($)*	Number of common shares held	Number of common shares sold
Dr. Harrie Vredenburg	June 6, 2023	80,000	60,800	49,480	30,520
John D. Wright	September 20, 2023	49,166	30,975	-	49,166

Note:

1. Represents the number of common shares acquired on exercise multiplied by the difference between the TSX closing price of the Company's common shares on the applicable date such stock options were exercised less the weighted average stock option grant exercise prices.

Executive Compensation

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

Compensation Philosophy and Objectives

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

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

- Our compensation plans are founded on sound corporate governance practices.

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

Compensation Governance

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

Our Compensation Committee is currently comprised of three directors, Mr. Kenneth R. McKinnon (Chair), Ms. Jenny Alfandary and Dr. Priya Marajh. Following the Meeting, it is expected that these same three directors will form the Compensation Committee. All members are "independent" within the meaning of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The Board believes the Compensation Committee collectively has the knowledge, experience and background required to fulfill its mandate. See each member's biography found under the subheading "*Board of Directors - Biographies of Nominated Directors*".

Risk Assessment and Oversight

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

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

Our Compensation Committee reviews our executive officer compensation plan to be satisfied that it is structured to encourage decision making and outcomes that are in the best interest of the Company and its shareholders while accepting an appropriate level of risk consistent with our industry and our Board approved business plan. The compensation structure rewards actions that result in a balance of the achievement of short-term goals and long-term strategies and does not encourage actions that could produce short-term success at the cost of long-term shareholder value. Further, annual budgets and quarterly and annual financial results and forecasts are reviewed and approved by our Board. The compensation framework is structured to align with our short and long-term strategic plans, such that corporate objectives are a key factor in assessing executive officer performance.

While no compensation plan can fully mitigate risks, the Compensation Committee believes these risks are alleviated by the following considerations.

- Base salaries provide a steady income regardless of common share price performance, allowing executive officers and employees to focus on both near-term and long-term goals and objectives without undue reliance on short-term common share price performance or market fluctuations.

- Annual incentive bonuses are based on short-term individual and Company performance measures designed to contribute to long-term value creation and are capped based on a percentage of salary and subject to overall maximum thresholds.
- A significant portion of executive officer compensation is at risk (and is therefore not guaranteed) and is variable year-over-year.
- Stock options awarded under our Legacy Stock Option Plan and Omnibus Plan are designed to motivate long-term performance, as stock options have historically had a term of five years and vest over a three-year period. These factors encourage long-term sustainable common share price appreciation, thereby motivating the achievement of long-term objectives and aligning executive officers with the interests of shareholders.
- Annual stock option grants are reviewed by the Compensation Committee for recommendation to the Board for approval, with such recommendations being developed and reviewed relative to, amongst other things, executive retention requirements and appropriate total compensation positioning compared to similar positions in the market.
- A balanced set of corporate performance goals is used to assess overall corporate results and is the primary factor in determining the corporate portions of annual incentive bonuses for executive officers and employees.
- Third-party verifications, such as independent engineering evaluations, of appropriate elements of the corporate performance targets are incorporated before the results are finalized.
- Threshold corporate performance goals must be met for each element; if a minimum threshold for performance is not met, there will be no incentive payout for the particular element of the annual incentive bonus.
- Environmental and safety related performance goals include various minimum threshold targets that all must be met; if any target or threshold for performance is not met, there will be no incentive payout for the environmental element of the annual incentive bonus.
- There are no annual corporate operating costs or general and administration expense threshold targets that could lead to aggressive accounting practices.
- The Compensation Committee retains adequate discretion to apply business judgement to the Company's annual incentive bonuses in light of current business objectives and market conditions.
- We have established executive officer share ownership guidelines and policies permitting the practice of short selling our securities.
- We have a formal recoupment or "clawback" policy pursuant to which some or all awards made to executive officers are subject to recoupment in the event of an accounting restatement resulting from misconduct.
- Compensation policies and practices in the Company's subsidiaries are substantially similar to those in Touchstone.
- Compensation policies and practices are substantially similar for all executive officers and employees.

The Compensation Committee did not identify any risks arising from our compensation policies and practices for the year ended December 31, 2023 that were reasonably likely to have a material adverse effect on Touchstone. There are no compensation policies and practices that are structured significantly different for any named executive officers. Our Compensation Committee and Board will continue to monitor compensation governance and risk assessment practices on an ongoing basis to ensure that our compensation plan is appropriately structured.

Clawback Policy

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

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

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

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

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

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

Corporate Policies

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

Share Ownership

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

Identification of Named Executive Officers

We are required to disclose the compensation paid to our Chief Executive Officer, Chief Financial Officer ("**CFO**"), and each of the three most highly compensated executive officers of the Company (including the Company's subsidiaries), other than the CEO and CFO, whose total annual compensation was greater than $150,000 (collectively, the "**NEOs**" or "**executive officers**"). Based on the foregoing definitions, the

Company's NEOs in respect of the year ended December 31, 2023 were Paul R. Baay, President, CEO and director; Scott Budau, CFO; and James Shipka, Chief Operating Officer ("**COO**").

External Compensation Peer Group

To ensure market competitiveness, the Compensation Committee considers comparable compensation data from internationally focused oil and natural gas companies that are generally of similar size and scope and that best represent the market in which we compete for executive talent. Given the nature of our business strategy and international operations, the peer companies are varied and may change on an annual basis. The composition of the external compensation peer group is reviewed annually by our Compensation Committee and our Board for its ongoing business relevance to Touchstone. The factors assessed by the Compensation Committee in determining our external compensation peer group included operational and geographical focus, public exchanges where the issuer's securities are listed, market capitalization, enterprise value, total revenue, total assets, annual cash flows from operations, annual levels of capital expenditures, and daily average petroleum and natural gas production levels. The following table reflects the composition of our external compensation peer group for the 2023 financial year.

Company	Area(s) of operation	Public listing(s)
Alvopetro Energy Ltd.	Brazil	TSXV
Arrow Exploration Corp.	Colombia	AIM, TSXV
Canacol Energy Ltd.	Colombia	TSX
Gran Tierra Energy Inc.	Colombia, Ecuador	TSX, LSE, NYSE
Jadestone Energy Plc	Australia, Indonesia, Malaysia, Thailand, Vietnam	AIM
PetroTal Corp.	Peru	AIM, TSXV
SDX Energy Plc	Egypt, Morocco	AIM
Shamaran Petroleum Corp.	Iraq	TSXV
Trinity Exploration and Production Plc	Republic of Trinidad and Tobago	AIM
VAALCO Energy Inc.	West Africa, Egypt, Canada (AB)	LSE, NYSE

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

Compensation Surveys and Consultants

Our Compensation Committee may consider compensation surveys completed by independent third parties when making certain decisions with respect to executive officer compensation. In June 2023, our Compensation Committee engaged Hugessen to conduct a review of our independent director and executive officer compensation plans for the 2024 financial year (refer to the "*Directors' Compensation - 2024 Directors' Compensation*" subheading for further information).

While the Compensation Committee may rely on external information, all decisions with respect to executive officer compensation are made by the Compensation Committee and may reflect factors and considerations other than, or that may differ from, the information provided by independent third-party surveys and compensation consultants.

Executive Officer Compensation Plan Design and Components

Our executive officer compensation plan provides a balanced set of components designed to deliver the objectives of our compensation philosophy. Our executive officer compensation plan is structured into three key components: base salary, short-term incentives in the form of an annual bonus and long-term incentives. The variable components, which include annual incentive bonus and long-term incentives, are designed to balance short-term performance with our long-term interests and motivate the superior performance of both. Long-term incentives currently include stock options, RSUs and PSUs granted pursuant to our Omnibus Plan. There were no RSU or PSU awards granted to our executive officers during the year ended December 31, 2023. The Board believes these long-term variable components align our executive officers with shareholders and help retain executive officer talent. The value of executive officer compensation is assessed as a total compensation package, based on the competitiveness of each key component, individually and in the aggregate.

	Element	Award	Time frame	Program determinants
Fixed	**Base salary**	Cash	Annual	• Individual performance • Roles and responsibilities
At Risk	**Short-term incentives**	Cash	Annual	Corporate and individual performance-based • Corporate performance based on annual goals measured and approved by the Board • Payout range is based on threshold and stretch targets up to a maximum percentage of base salary
	Long-term incentives	Options	• Vests one third each year over three years • Expires five years after grant	• Focus performance on long-term strategic priorities and shareholder value • Links executive officer and shareholder interests based on share price performance

Base Salary

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

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

Short-term Incentive Compensation

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

Our executive officer incentive bonus plan creates a quantitative approach in calculating executive officer annual incentive bonuses. Payout levels are weighted based on individual and corporate performance targets. Our Board approves corporate performance targets and strategic milestones based on business and performance measures commonly used in the oil and natural gas industry on an annual basis in consultation with our Compensation Committee and executive officers. The goals are determined by the Board to be key annual performance requirements for Touchstone and include financial and operational performance measures. Corporate performance targets are assigned threshold, target and stretch values, where the stretch target is considered exceptional performance.

The individual component of the incentive bonus program, if any, is directly based on performance and results related to individual goals that support the achievement of annual corporate objectives and initiatives. Incentive bonus payouts are capped based on a percentage of the executive officer's salary and are subject to minimum thresholds as disclosed under the subheading "*2023 Compensation - Annual Incentive Bonus*" hereafter.

On an annual basis, the Compensation Committee and Board approve an incentive pool to be used as a target in calculating executive officer incentive bonus amounts. The annual incentive bonus calculation is used as a starting point; however, the Compensation Committee and Board have absolute discretion over annual incentive bonus payments to executive officers.

Long-term Incentive Compensation

Long-term incentives are awarded by the Compensation Committee to attract and retain executive officers. We use our Omnibus Plan as a part of our long-term at-risk compensation strategy for our executive officers, which replaced our Legacy Stock Option Plan in June of 2023. There were no RSU or PSU awards granted to our executive officers during the year ended December 31, 2023.

Stock options are intended to focus executive performance on long-term strategic priorities, the creation of shareholder value and function as a link to executive officer and shareholder interest as measured through the price of our common shares. An annual grant of stock options is typically made to executive officers based on individual and corporate performance and taking into consideration the value of total direct compensation versus the external compensation peer group executive officers in similar roles. Additional grants of stock options may be made periodically to recognize the exemplary performance of certain executive officers. Previous grants are taken into account when considering new grants.

The number of stock options granted are determined based on the grant date fair value (see the "*Executive Officer Summary Compensation Table*" subheading below for further details) as well as the dilutive impact on our shareholders and the number of common shares available for issuance under our equity-based compensation plans. Our equity-based compensation plans provide for the issuance of equity-based awards to a maximum of ten percent (10%) of our issued and outstanding common shares, provided that the maximum number of common shares issuable pursuant to outstanding stock options, RSUs, PSUs and all other equity-based compensation arrangements implemented by the Company shall not exceed ten percent (10%) of our common shares outstanding from time to time.

Under the Legacy Stock Option Plan and the Omnibus Plan, the exercise price of each stock option may not be less than the volume weighted average trading price per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date. Unless otherwise determined by the Board, vesting typically occurs one third on each of the next three anniversaries of the grant date as recipients render continuous service to the Company, and the stock options typically expire five years from the date of the grant. Our Omnibus Plan and former Legacy Stock Option Plan are described in detail in this Information Circular under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans*" herein.

ESOP

All permanent full-time Canadian-based employees may contribute from 3 percent to 5 percent of their gross annual salary to the ESOP, with Touchstone matching the contribution initially on a 100 percent basis and thereafter on a pre-defined basis. Touchstone's matching contribution increases after 24 months of the employee's participation in the ESOP to 150 percent and after sixty (60) months of participation to 200 percent. Through an appointed independent firm, contributions to acquire common shares on behalf of the employees are conducted through monthly open market purchases at the current market price on the TSX. Our executive officers are eligible to participate in the ESOP on the same basis as all other Canadian-based employees of Touchstone.

Retirement Benefits

We do not provide any form of pension plan compensation or other retirement benefits for our directors, executive officers and Canadian based employees. We provide a voluntary pension plan to our Trinidad based employees, where we match employee contributions of five percent of gross earnings.

Other Benefits/Perquisites

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

Compensation Review Process

The President and CEO evaluates the personal performance of the executive officers. Based on the accomplishments of their individual performance goals and the Company's corporate performance targets, our President and CEO recommends any base salary adjustments, annual incentive bonuses based on the executive officer incentive bonus plan calculation, and long-term incentive compensation for our executive officers to our Compensation Committee. Our President and CEO also presents recommendations to our Compensation Committee regarding base salary adjustments, annual incentive bonuses and long-term incentive compensation for the majority of our staff. The Compensation Committee reviews and considers the recommendations with reference to available market information and information with respect to the Company's external compensation peer group and determines whether to accept them or make any changes.

The Compensation Committee evaluates the performance of the President and CEO and in certain circumstances in consultation with the other independent directors and informal consultation with the President and CEO. The Compensation Committee subsequently makes specific recommendations to our Board on our President and CEO's base salary, annual incentive bonus and long-term incentive awards for approval. The Compensation Committee also recommends the salaries, annual incentive bonuses and long-term incentive compensation for all other executive officers to the Board. Our Board reviews all recommendations from the Compensation Committee before final approval. Any director who is also an executive officer is excused from the applicable meeting during any discussion of their compensation.

2023 Compensation

With respect to 2023 compensation, in addition to numerous informal meetings, our Compensation Committee held two formal meetings in February 2023 to determine our 2023 external compensation peer group, 2023 corporate targets and executive officer personal targets, and 2023 executive officer base salary and stock option grants. The Compensation Committee also held one formal meeting in February 2024 with respect to total compensation of our executive officers relating to their performance and the performance of the Company for the 2023 financial year.

Base Salary

Based on the annual review of executive officer salaries in our external compensation peer group, the Compensation Committee determined that certain executive officer salary adjustments were warranted in

2023. The following table compares the increased 2023 annual base salaries for the Company's executive officers approved by the Board effective March 1, 2023 to their corresponding 2022 annual base salaries.

Executive officer	2023 Base salary *($)*	2022 Base salary *($)*	Percentage change *(%)*
President and CEO	500,000	395,000	27
CFO	320,000	270,000	19
COO	320,000	320,000	-

Annual Incentive Bonus

In February 2023, in conjunction with the increase in executive officer base salaries, the Compensation Committee decreased the 2023 maximum and target annual incentive bonus to 100 percent of base salary for the President and CEO and to 75 percent of base salary for the CFO and COO (formerly 150 percent and 100 percent, respectively). The minimum payout under our plan remains zero percent (0%) for failing to meet minimally acceptable threshold performance goals.

Executive officer	Performance weighting *(%)*		Maximum and target incentive bonus *(% of base salary)*	Incentive bonus range *(payout as a % of maximum incentive bonus)*	
	Corporate	Individual		Threshold	Stretch
President and CEO	100	-	100	50	150
CFO	75	25	75	50	150
COO	75	25	75	50	150

For 2023 short-term incentive compensation, Company performance goals for 2023 were approved by the Compensation Committee and the Board in February and March 2023, respectively. In February 2024, the Compensation Committee reviewed 2023 corporate performance against the pre-determined corporate performance indicators set forth in the table below.

Short-term incentive plan performance indicators	Weighting *(%)*	Year-end result	Performance results	Payout *(% of target)*
Asset growth and optimization	25	Not met	Failed to achieve annual reserve additions, finding and development costs and recycle ratio targets.	-
Safety	7.5	Stretch	Achieved a lost time recordable injury frequency rate of less than 0.3.	11.25
Liquidity	7.5	Threshold	Achieved threshold net debt to annual funds flow from operations target.	3.75
Financial performance	7.5	Not met	Did not achieve annual funds flow from operations target.	-
Environmental	7.5	Stretch	Achieved zero reportable environmental incidents.	11.25
Operations	25	Not met	Failed to achieve annual and exit 2023 production targets.	-
Sustainability	5	Threshold	Achieved threshold emissions reduction targets.	2.50
Capital expenditures	15	Not met	Did not achieve budget versus actual capital expenditures targets.	-
	100			**28.75**

Our executive officers achieved a payout ratio of 28.75 percent of the established 2023 target, with two of eight indicators reaching stretch status, while failing to reach threshold targets on four indicators.

Certain of the Company's specific corporate goals contain the use of oil and gas measures and non-GAAP financial measures as discussed under the "*Advisories*" heading herein. The Board and Compensation Committee acknowledge their responsibility for vetting the calculations of these measures and ensuring the year-over-year consistency of the calculations. Oil and gas measures and non-GAAP financial measures that are incorporated under Company performance goals have been calculated on an annual basis using a consistent methodology since 2015 and are the same measures published by the Company in its continuous disclosure documents. There were no material adjustments to these measures proposed by Management during the 2023 financial year.

After calculation of the payout percentages of Touchstone's corporate 2023 goals and individual performance, the aggregate executive officer annual incentive compensation was approximately $270,000. The Compensation Committee exercised its discretion and awarded aggregate annual incentive compensation of $312,000 to our executive officers, after consideration of completing various initiatives in 2023 including first production from the Cascadura field, representing a significant milestone for the Company. The following table sets forth short-term annual incentive compensation approved by the Compensation Committee and Board for our executive officers relating to the 2023 and 2022 financial years, which were approved and paid in the subsequent year.

Executive officer	**2023 Annual incentive bonus** *($)*	**Percentage of 2023 base salary** *(%)*	**2022 Annual incentive bonus** *($)*	**Percentage of 2022 base salary** *(%)*
President and CEO	140,000	28	187,000	47
CFO	94,000	29	130,000	48
COO	78,000	24	130,000	31

Long-term Incentive Compensation

Our only form of long-term compensation is our Omnibus Plan, which replaced our Legacy Stock Option Plan in June of 2023. In February 2023, the Compensation Committee approved an annual 2023 grant of stock options to executive officers which were awarded on September 18, 2023 in accordance with the Omnibus Plan. There were no share-based awards granted to our executive officers or employees during the year ended December 31, 2023. The following table sets forth stock option awards approved by the Compensation Committee and Board for Touchstone's executive officers for the years ended December 31, 2023 and 2022.

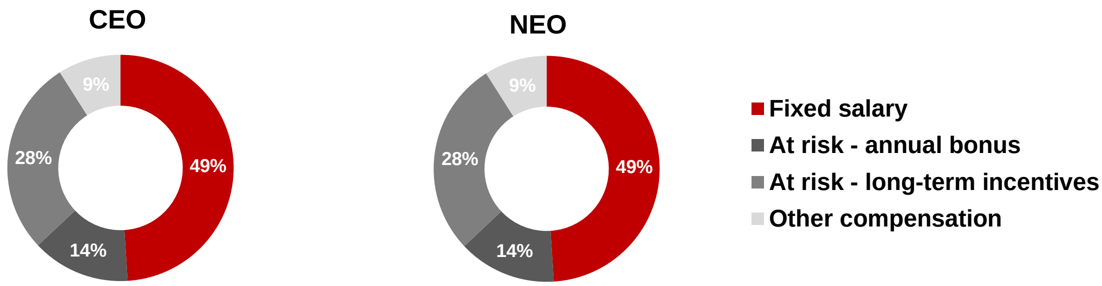
Executive officer	**Number of common shares underlying stock options granted in 2023**	**Number of common shares underlying stock options granted in 2022**	**Percentage change** *(%)*
President and CEO	500,000	450,000	11
CFO	320,000	300,000	7
COO	320,000	300,000	7

ESOP

Touchstone's executive officers are eligible to participate in the ESOP on the same basis as all other Canadian-based employees of Touchstone. For the year ended December 31, 2023, approximately $111,000 was contributed by Touchstone to match the contributions of our NEOs, which are disclosed under the subheading "*Executive Compensation - Executive Officer Summary Compensation Table*" under the column titled "*All other compensation*".

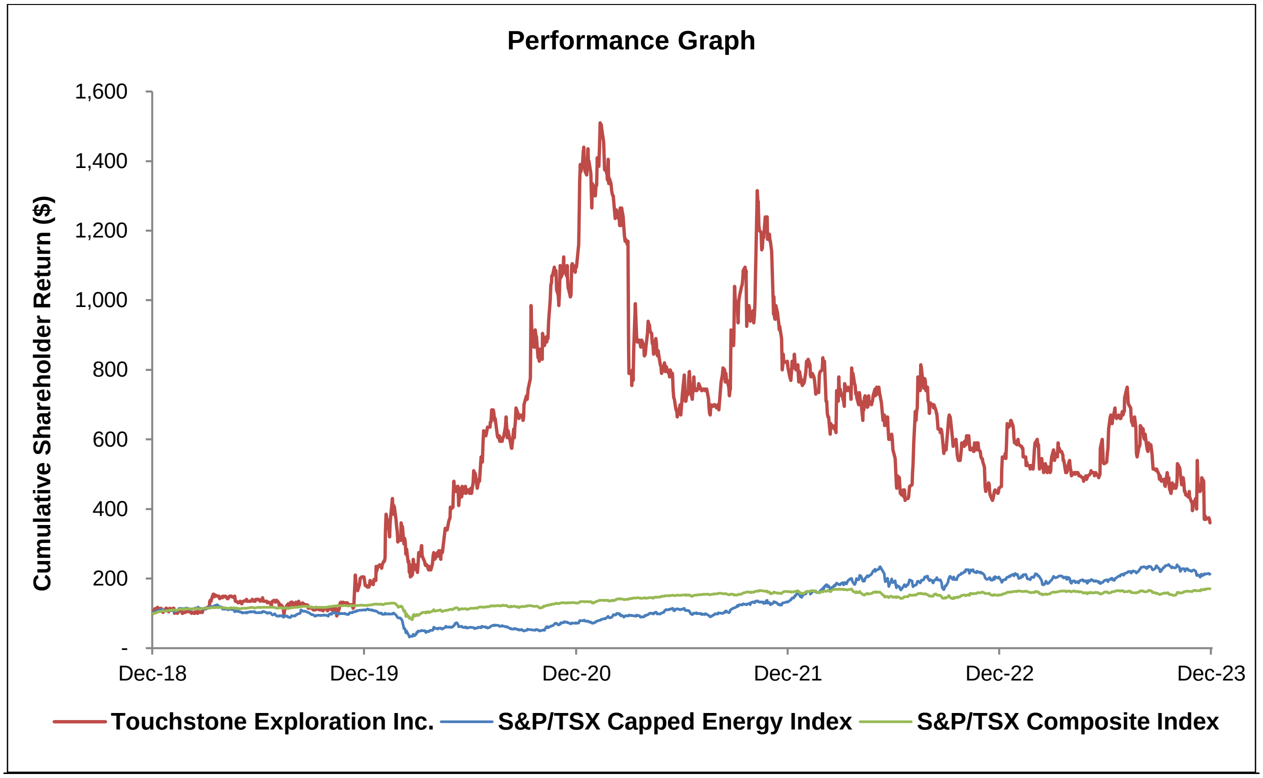
__2023 Compensation Mix__

The following graphs reflect the total 2023 compensation mix for our CEO and our three NEOs.



Performance Graph

The following graph illustrates the total cumulative shareholder return for $100 invested in our common shares from the TSX closing price on December 31, 2018 to December 31, 2023. Our total shareholder return was compared with the cumulative return of the S&P/TSX Capped Energy Index and of the S&P/TSX Composite Index.



Date	Touchstone Exploration Inc. *($)*	S&P/TSX Capped Energy Index *($)*	S&P/TSX Composite Index *($)*
December 31, 2018	100	100	100
December 31, 2019	205	110	123
December 31, 2020	1,095	72	130
December 31, 2021	805	133	162
December 31, 2022	460	205	153
December 31, 2023	360	213	171

	Touchstone Exploration Inc. *(%)*	S&P/TSX Capped Energy Index *(%)*	S&P/TSX Composite Index *(%)*
Cumulative return	260	113	71
Compound annual return	24	13	9

If $100 was invested in our common shares on December 31, 2018, it would have resulted in a cumulative shareholder return of 260 percent as of December 31, 2023. In comparison, the same amounts invested in the S&P/TSX Capped Energy Index and the S&P/TSX Composite Index over the equivalent period would have resulted in cumulative shareholder returns of 113 percent and 71 percent, respectively.

Our cumulative shareholder return performance reflects both operational and financial performance within our control as well as volatile commodity prices and economic and market conditions beyond our control, and therefore shareholder return is only one of the performance measures the Board considers when assessing performance and determining compensation for our NEOs. Consequently, we do not necessarily expect there to be a direct correlation between total shareholder return and total direct compensation awarded in any given period.

Base salaries and annual incentive bonuses for our executive officers are based in part on the achievement of certain pre-determined performance objectives at the beginning of each year. The achievement of these objectives is measured against corporate and individual targets, as described herein, and does not necessarily track the changes in the market value of our common shares. The value of long-term compensation awarded in any given year is not guaranteed, it is equity-based, and the value ultimately realized by our executive officers is directly affected by changes in our share price, which creates strong alignment with shareholder experience.

Five-Year CEO and NEO Compensation Measures

The following table sets forth the aggregate compensation expense for our NEOs in relation to our annual petroleum and natural gas sales and market capitalization for the years indicated.

Year	NEO total compensation(1) *($000's)*	Petroleum and natural gas sales(2) *($000's)*	NEO total compensation as a percentage of sales *(%)*	Market capitalization(3) *($000's)*	NEO total compensation as a percentage of market capitalization *(%)*
2023	2,258	64,918	3.5	168,633	1.3
2022	2,400	55,883	4.3	214,394	1.1
2021	2,508	37,063	6.8	339,278	0.7
2020	2,112	26,283	8.0	458,585	0.5
2019	1,648	51,290	3.2	65,888	2.5

Notes:
1. See the "*Executive Compensation - Executive Officer Summary Compensation Table*" subheading herein. The total NEO compensation includes base salary, annual incentive bonus, the value of share-based and option-based awards and all other compensation.
2. Annual petroleum and natural gas sales was converted from United States dollars to Canadian dollars using the Bank of Canada average closing foreign exchange rates for the relevant year (2023 - 1.3497, 2022 - 1.3013, 2021 - 1.2535, 2020 - 1.3415 and 2019 - 1.3269).
3. Market capitalization is a non-GAAP measure that is equal to the product of the Company's closing common share price on the TSX and the Company's basic common shares outstanding on December 31 of the applicable year. Refer to the subheading "*Advisories - Non-GAAP Financial Measures*" herein.

Over the past two years, the decreases in our executive officer compensation were primarily attributed to decreased values of equity-based compensation, driven by a decrease in the price of our common shares on the TSX over the same period. Our long-term incentive compensation plans are designed to align the interests of all our employees with shareholders by linking a component of compensation to our common share performance, and our decreased executive officer compensation over the past two years has aligned with the decrease in shareholder value.

2024 Executive Compensation

Based on the annual review of our executive officer compensation plan which included a review of the Company's 2023 performance, comparisons to our external compensation peer group and recommendations provided by Hugessen, our Compensation Committee recommended, and our Board approved, to award a combination of RSUs and PSUs in lieu of stock options to our executive officers in 2024. Our Compensation Committee and our Board further determined that there should be no changes to our executive officers' base salaries in the 2024 financial year.

Mr. Shipka's title was amended from COO to Executive Vice President, Exploration and Subsurface in March 2024. There were no other amendments to his executive agreement or compensation disclosed herein.

Executive Officer Summary Compensation Table

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

Name and principal position	Year	Base salary[1] *($)*	Share-based awards[2] *($)*	Option-based awards[3] *($)*	Annual incentive plans[4] *($)*	All other compensation[5] *($)*	Total compensation *($)*
Paul R. Baay[6] President and CEO	2023	482,500	-	277,283	140,000	86,809	986,592
	2022	395,000	-	337,475	187,000	73,123	992,598
	2021	390,000	-	425,290	155,000	62,404	1,032,694
Scott Budau CFO	2023	311,667	-	177,461	94,000	55,095	638,223
	2022	270,000	-	224,983	130,000	51,289	676,272
	2021	268,333	-	283,526	107,000	45,610	704,469
James Shipka COO	2023	320,000	-	177,461	78,000	58,024	633,485
	2022	320,000	-	224,983	130,000	56,452	731,435
	2021	316,667	-	283,526	120,000	50,503	770,696

Notes:

1. Salary, for the purposes of the table above, includes all earnings related to base salary paid to the NEO during the financial year. In 2023, increased base salary amounts for our CEO and CFO were effective March 1, 2023.
2. Executive officers were not granted share-based awards during the year ended December 31, 2023.
3. Option-based awards consist of stock options granted pursuant to the Omnibus Plan and the Legacy Stock Option Plan. The fair value of stock options granted is estimated based on the grant date using the Black-Scholes option-pricing model. It is the same methodology used by the Company to determine the accounting fair value of the stock options in accordance with IFRS 2. For a complete description of the terms of each plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation*". The option-based awards disclosed in the table above were calculated using assumptions set forth in the following table.

Assumptions	Grant date		
	May 25, 2021 (Legacy Stock Option Plan)	**April 8, 2022** (Legacy Stock Option Plan)	**September 18, 2023** (Omnibus Plan)
Strike price *($)*	1.73	1.43	1.15
Weighted average risk-free interest rate *(%)*	0.5	2.5	4.5
Expected life *(years)*	2.0 - 4.0	2.0 - 4.0	2.0 - 4.0
Weighted average expected volatility *(%)*	87.4	80.0	69.0
Expected annual dividend yield *(%)*	-	-	-
Weighted average fair value per stock option *($)*	0.95	0.75	0.55

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

Executive Officer Long-term Incentive Plan Awards

The following table sets forth all option-based awards outstanding as of December 31, 2023 for each of our executive officers. There were no share-based awards granted to our executive officers during the year ended December 31, 2023.

Option-Based Awards[1]					
Executive officer	**Grant date**	**Number of common shares underlying unexercised stock options**	**Stock option exercise price** *($)*	**Stock option expiration date**	**Value of unexercised in-the-money stock options[2]** *($)*
Paul R. Baay	April 5, 2019	450,000	0.23	April 5, 2024	220,500
	April 6, 2020	450,000	0.48	April 6, 2025	108,000
	May 25, 2021	450,000	1.73	May 25, 2026	-
	April 8, 2022	450,000	1.43	April 8, 2027	-
	September 18, 2023	500,000	1.15	September 18, 2023	-
Scott Budau	April 5, 2019	300,000	0.23	April 5, 2024	147,000
	April 6, 2020	300,000	0.48	April 6, 2025	72,000
	May 25, 2021	300,000	1.73	May 25, 2026	-
	April 8, 2022	300,000	1.43	April 8, 2027	-
	September 18, 2023	320,000	1.15	September 18, 2023	-
James Shipka	April 5, 2019	300,000	0.23	April 5, 2024	147,000
	April 6, 2020	300,000	0.48	April 6, 2025	72,000
	May 25, 2021	300,000	1.73	May 25, 2026	-
	April 8, 2022	300,000	1.43	April 8, 2027	-
	September 18, 2023	320,000	1.15	September 18, 2023	-

Notes:

1. For periods prior to June 29, 2023, option-based awards consist of stock options granted pursuant to the Legacy Stock Option Plan. For periods subsequent to June 29, 2023, option-based awards consist of stock options granted pursuant to the Omnibus Plan. For a description of the terms of each plan, see details provided herein under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans*".
2. The value of unexercised in-the-money stock options represents the number of common shares payable on settlement of the outstanding vested and unvested stock options held by each NEO, multiplied by the difference between the closing price of the Company's common shares on the TSX on December 31, 2023 of $0.72 and the exercise price for the applicable stock option grant.

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

During the 2023 financial year, the Company did not adjust, amend, cancel, replace or modify the exercise price of stock options previously awarded to an executive officer.

Value of NEO's Equity-based Awards Vested During 2023

The following table sets forth, for each executive officer, the value of share-based awards option-based awards which vested during the year ended December 31, 2023 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2023. Except as disclosed herein, no other executive officer was awarded any other non-equity incentive plan compensation during the year ended December 31, 2023.

Executive officer	Share-based awards - value vested during the year[1] *($)*	Option-based awards - value vested during the year[2] *($)*	Non-equity incentive plan compensation - value earned during the year[3] *($)*
Paul R. Baay	-	90,000	140,000
Scott Budau	-	60,000	94,000
James Shipka	-	60,000	78,000

Notes:

1. Executive officers were not granted share-based awards prior to December 31, 2023.
2. Option-based awards that vested during the year consisted of stock options granted pursuant to the Legacy Stock Option Plan. For a description of the terms of the Legacy Stock Option Plan, see the subheading "*Securities Authorized for Issuance Under Equity Compensation Plans - Legacy Stock Option Plan*" herein. The value of stock options that vested during the year represents the number of in-the-money stock options held by each individual that vested in 2023 multiplied by the difference between the TSX closing price of the Company's common shares on the respective stock option vesting dates and the respective stock option exercise prices.
3. Non-equity incentive plan compensation represents 2023 annual incentive bonuses paid in February 2024.

Value Realized from Stock Option Exercises

The following table sets forth, for each executive officer, the value realized from stock options exercised during the year ended December 31, 2023.

Executive officer	Date of exercise	Number of common shares acquired on exercise	Aggregate value realized[1] *($)*	Number of common shares held	Number of common shares sold
Paul R. Baay	September 20, 2023	300,000	267,000	169,000	131,000
Scott Budau	September 20, 2023	200,000	178,000	114,000	86,000
James Shipka	September 20, 2023	200,000	178,000	90,000	110,000

Note:

1. Represents the number of common shares acquired on exercise multiplied by the difference between the TSX closing price of the Company's common shares on the applicable date such stock options were exercised less the weighted average stock option grant exercise prices.

Termination and Change of Control Benefits and Payments

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

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

The Executive Agreements provide for payment of incremental compensation in the event of termination of the executive officer's employment by the Company without cause and upon resignation of employment by the executive for good reason in the event of a change of control of the Company.

In the Executive Agreements, a change of control includes, but is not limited to, any acquisition of common shares or other securities of the Company that carry the right to cast more than fifty percent (50%) of the votes attaching to all common shares in the capital of the Company, the sale, lease or other disposition of all or substantially all of the assets of the Company and its subsidiaries to a third party, the liquidation or dissolution of the Company, and/or the Company ceasing to be publicly traded on a recognized exchange. Good reason is defined in the Executive Agreements as constructive dismissal as defined in common law or the assignment to the executive officer of any duties materially inconsistent with the executive officer's duties immediately prior to a change in control.

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

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

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

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

The following table sets forth the details of the estimated incremental compensation due to each of the executive officers that would have arisen upon a hypothetical termination without cause and upon a change of control with good reason as of December 31, 2023, pursuant to the terms and conditions of their respective Executive Agreements.

Executive officer	**Severance period** *(months)*	**Base salary component**(1) *($)*	**Annual incentive bonus component**(2) *($)*	**Stock options**(3)(4) *($)*	**Total incremental compensation**(4)(5) *($)*
Paul R. Baay	24	1,877,500	327,000	328,500	2,533,000
Scott Budau	18	480,000	168,000	219,000	867,000
James Shipka	18	480,000	156,000	219,000	855,000

Notes:

1. This figure is calculated by summing the average of Mr. Baay's base salary paid in the preceding two years and Mr. Baay's base salary on December 31, 2023, multiplied by two (2) times. For Messrs. Budau and Shipka, this figure is calculated by multiplying the executive officer's base salary on December 31, 2023 by 1.5 times.
2. The figure is calculated by multiplying the average of the executive officer's past two years of annual incentive bonuses by the applicable multiple set forth in their respective Executive Agreement. The annual incentive bonuses for 2023 were not paid until February 2024. However, 2023 bonuses are included in the bonus component calculation above based on the assumption that they would have been included in the executive officer's incremental compensation should there have been a termination on December 31, 2023 due to termination without cause or resignation for good reason upon a change of control.
3. Pursuant to the Legacy Stock Option Plan and Omnibus Plan, if the executive officer's employment is terminated by the Company without cause, or the executive officer elects to terminate their employment, the executive officer may exercise any stock options that were vested by the date of termination of employment for up to thirty days following that date or the expiration date of the stock options, whichever occurs first. All other stock options would be terminated. The table above discloses the incremental compensation from stock options based upon a hypothetical termination without cause as of December 31, 2023, using the closing price of the Company's common shares on the TSX on December 31, 2023 of $0.72 and the executive officer's outstanding vested stock options and exercise prices.
4. In accordance with the Legacy Stock Option Plan, in the event of a change in control of the Company, all unvested stock options for each executive officer shall vest, and all issued and outstanding stock options will immediately be exercisable for up to thirty (30) days after the occurrence of such change of control, or at such earlier time as may be established by the Board. Based on a hypothetical termination as of December 31, 2023 due to a change of control and based on the closing price of the Company's common shares on the TSX on December 31, 2023 of $0.72, the total incremental compensation including all issued stock options for Mr. Baay, Mr. Budau and Mr. Shipka would be the same as disclosed in the table above.
5. The table does not include vacation pay entitlements, as such amounts were considered immaterial as of December 31, 2023.

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

Liability Insurance of Directors and Officers

We maintain directors' and officers' liability insurance coverage for losses if we are required to reimburse our directors and officers, where permitted, and for direct indemnity of our directors and officers where corporate reimbursement is not permitted by law. This insurance protects Touchstone against liability (including costs), subject to standard policy exclusions, which may be incurred by directors and/or officers acting in such capacity. All of our directors and officers are covered by the policy, and the amount of insurance applies collectively to all. The annual cost for this insurance policy for the June 30, 2023 to June 30, 2024 period was approximately $166,000.

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

Share Ownership Guidelines

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

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

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

The following table sets forth the common share ownership levels and guidelines of our executive officers and independent directors as calculated on December 31, 2023.

Name	Ownership requirement (times annual base salary or retainer)	Ownership value guideline *($)*	Fair market ownership value(1) *($)*	Guideline met or investment required to meet guideline
Executive officers				
Paul R. Baay	5 times	2,500,000	1,920,673(2)	✓
Scott Budau	3 times	960,000	797,488(2)	✓
James Shipka	3 times	960,000	893,556(2)	✓
Independent directors				
Jenny Alfandary	2 times	120,000	13,585	n/a(3)
Dr. Priya Marajh	2 times	120,000	-	n/a(3)
Kenneth R. McKinnon	2 times	130,000	665,851	✓
Peter Nicol	2 times	125,000	406,583	✓
Beverley Smith	2 times	125,000	44,299	n/a(4)
Stanley T. Smith	2 times	130,000	507,583	✓
Dr. Harrie Vredenburg	2 times	120,000	435,861	✓
John D. Wright	5 times	400,000	3,436,687	✓

Notes:

1. The fair market ownership value equals the sum of the market value of Touchstone common shares and the value of the number of common shares payable on settlement of the vested unexercised in-the-money stock options held by each individual as of December 31, 2023. The market value of common shares represents the number held by each individual as of December 31, 2023 multiplied by the closing price of the common shares on the TSX on December 31, 2023, being $0.72. The value of vested unexercised in-the-money stock options represents the number of common shares payable on settlement of any outstanding vested stock options held by each individual, multiplied by the difference between the exercise prices for the applicable stock option grant and the closing price of the common shares on the TSX on December 31, 2023, being $0.72.
2. Messrs. Baay, Budau and Shipka's adjusted cost bases of common shares held exceed their respective minimum ownership requirements and therefore comply with our share ownership policy.
3. Ms. Alfandary and Dr. Marajh were each appointed to the Board on July 11, 2022 and therefore have until July 11, 2026 to comply with our share ownership policy.
4. Ms. Smith was appointed to the Board on December 22, 2020 and has until December 31, 2025 to comply with our share ownership policy.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information in respect of securities authorized for issuance under our equity compensation plans as of December 31, 2023.

Plan category	Number of securities to be issued upon exercise of outstanding awards	Weighted average exercise price of outstanding awards *($)*	Number of securities remaining available for future issuance under equity compensation plans *(excluding securities reflected in column (a))*
Equity compensation plans approved by shareholders:			
Legacy Stock Option Plan(1)(2)	10,709,935	1.09	-(1)
Omnibus Plan - stock options(1)(2)	3,618,000	1.15	9,093,337
Equity compensation plans not approved by shareholders	n/a	n/a	n/a
Total	**14,327,935**(3)	**1.10**	**9,093,337**(4)

Notes:

1. The Legacy Stock Option Plan was replaced by the Omnibus Plan effective June 29, 2023. No additional stock options will be granted under the Legacy Stock Option 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.
2. The Legacy Stock Option Plan and the Omnibus Plan provides for the issuance of equity-based awards to a maximum of ten percent (10%) of the issued and outstanding common shares of the Company, provided that the maximum number of common shares issuable pursuant to outstanding equity-based compensation arrangements implemented by the Company shall not exceed ten percent (10%) of the common shares outstanding from time to time.
3. Of the 14,327,935 stock options outstanding as of December 31, 2023, 4,299,935 or thirty percent (30%) were in-the-money as at that date, based on the closing price of the Company's common shares on the TSX on December 31, 2023 of $0.72.
4. The total number of securities remaining available for future issuance under our equity compensation plans as of December 31, 2023 was equal to ten percent (10%) of the number of common shares outstanding as of December 31, 2023 less the number of stock options outstanding under equity-compensation plans as at December 31, 2023. As of December 31, 2023, there were 234,212,726 common shares outstanding, resulting in a maximum number of 23,421,272 common shares issuable under equity compensation plans. As of December 31, 2023 there were 14,327,935 stock options outstanding, leaving 9,093,337 common shares available for issuance under the Omnibus Plan, subject to the applicable limitations contained in such plan.

As of the date hereof, 234,212,726 common shares are issued and outstanding as fully paid and non-assessable shares in the capital of the Company, and 14,327,935 stock options are outstanding, with a weighted average exercise price of $1.10, representing 6.1 percent of the current issued and outstanding common shares of the Company. Accordingly, the Company will have room under the Omnibus Plan to issue awards representing 9,093,337 common shares to participants (defined below), representing approximately 3.9 percent of our current issued and outstanding common shares.

Omnibus Incentive Compensation Plan

Background

On May 11, 2023, the Board adopted the Omnibus Plan, which was approved by our shareholders at our annual and special meeting on June 29, 2023. The Omnibus Plan replaced the Legacy Stock Option Plan and 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 (collectively the "**participant**") including stock options, RSUs and PSUs.

The Board, or a committee or plan administrator appointed by the Board, is authorized to designate, from time to time, the participants to whom awards shall be granted and determine, if applicable, the number of common shares to be covered by such awards and the terms and conditions of such awards. Unless otherwise determined by the Board, the Company shall not offer financial assistance to any participant in regard to the exercise of any award granted under the Omnibus Plan.

Common Shares Reserved for Issuance

The aggregate number of common shares reserved for issuance under the Omnibus Plan and the Legacy Stock Option Plan shall not exceed ten percent (10%) of our common shares issued and outstanding from time to time, on a non-diluted basis.

If an outstanding award under the Omnibus Plan or Legacy Stock Option Plan expires or is forfeited, surrendered, cancelled or is otherwise terminated for any reason without having been exercised or settled in full, or if common shares acquired pursuant to an award subject to forfeiture are forfeited, the common shares covered by such award, if any, will again be available for issuance under the Omnibus Plan. Common shares will not be deemed to have been issued pursuant to the Omnibus Plan with respect to any portion of an award that is settled in cash.

Any common shares subject to an award which has been exercised or settled in common shares will again be available for issuance under the Omnibus Plan.

The aggregate number of common shares issuable to any one participant under all of the Company's equity-based compensation arrangements shall not exceed ten percent (10%) of our issued and outstanding common shares. The aggregate number of common shares issuable to Company insiders ("**Insiders**" as that term is defined in the Company Manual of the TSX, as amended from time to time) at any time, and issued within one (1) year, across all equity-based compensation arrangements, shall not exceed ten percent (10%) of our issued and outstanding common shares.

The Omnibus Plan is considered to be an "evergreen" plan, since the common shares covered by awards which have been exercised or terminated will be available for subsequent grants under the Omnibus Plan and the total number of awards available to grant increases as the number of issued and outstanding common shares increases.

Under the Omnibus Plan, the Compensation Committee, which has been delegated by the Board to administer the Omnibus Plan, may grant the following types of awards to such participants as it chooses and, subject to the restrictions described below, in such numbers as it chooses.

Options

The Omnibus Plan provide participants with an opportunity to purchase common shares and to benefit from the appreciation thereof. This provides an increased incentive for the participants to contribute to the future success and prosperity of Touchstone, thus enhancing the value of common shares for the benefit of all shareholders and increasing the ability of Touchstone to attract and retain individuals of exceptional skill.

All stock options granted under the Omnibus Plan will have an exercise price determined and approved by the Board at the time of grant, which shall not be less than the market value of such shares at the time of the grant. Market value is defined in the Omnibus Plan as the volume weighted average price of common shares on the TSX for the five trading days immediately preceding the grant date.

Subject to any vesting conditions set forth in a participant's grant agreement, an option shall be exercisable during a period established by the Board. The Omnibus Plan provides that the exercise period shall automatically be extended if the date on which it is scheduled to expire shall fall during a trading blackout period. In such cases, the extended exercise period shall expire ten (10) business days after the last day of the trading blackout period. The Board may, in its discretion, provide for procedures to allow a participant to elect to undertake a "cashless exercise" in respect of options.

Share Units

The Board is authorized to grant RSUs and PSUs evidencing the right to receive common shares (issued from treasury), cash based on the value of a common share, or a combination thereof at some future time to participants under the Omnibus Plan.

RSUs generally become vested, if at all, following a period of continuous employment. PSUs are similar to RSUs, but their vesting is, in whole or in part, conditioned on the attainment of specified performance metrics as may be determined by the Board. The terms and conditions of grants of RSUs and PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these awards will be determined by the Board and set out in the participant's grant agreement.

Subject to the achievement of the applicable vesting conditions, the payout of an RSU or PSU will generally occur on the applicable settlement date following the vesting date. The RSUs and PSUs are subject to adjustment, at the Board's discretion, triggered by the payment of dividends on the common shares, whereby the number of awards held may be multiplied by an adjustment ratio applicable to such awards on the date on which the Company pays a dividend on its common shares.

Adjustments

In the event of any subdivision, consolidation, reclassification, reorganization or any other change affecting the Company's common shares, any merger or amalgamation with or into another corporation, any distribution to all security holders of cash, evidences of indebtedness or other assets not in the ordinary course, or any transaction or change having a similar effect, the Board shall in its sole discretion, subject to the required approval of the TSX, determine the appropriate adjustments or substitutions to be made in such circumstances in order to maintain the economic rights of the participants in respect of awards under the Omnibus Plan, including adjustments to the exercise price or number of common shares to which the participant is entitled upon exercise or settlement of an award, the number and kind of securities reserved for issuance pursuant to the Omnibus Plan and/or permitting the immediate exercise of any outstanding awards that are not otherwise exercisable.

Trigger Events

The Omnibus Plan provides that, unless otherwise determined by the Board, upon the termination for cause of a participant (i) any awards granted to such participant, that are unvested on the termination date, shall automatically terminate; and (ii) any awards granted to such participant that have already vested at the time of such termination for cause will be settled in accordance with the terms of the Omnibus Plan.

The Omnibus Plan further provides that, unless otherwise determined by the Board, upon the resignation or retirement of a participant, (i) the Board may, in its sole discretion, determine that a portion of the PSUs and/or RSUs granted to such participant that have not yet vested shall immediately vest and be settled; (ii) the portion of the PSUs and/or RSUs granted to such participant that have not yet vested and that are determined by the Board, in its sole discretion, not to immediately vest upon such participant's resignation or retirement, shall automatically terminate; (iii) vested options as of the termination date shall remain exercisable until the earlier of ninety (90) days after the termination date or the expiry date of the options; and (iv) any outstanding PSUs and/or RSUs that have already vested of the date of such participant's resignation or retirement will be settled in accordance with the terms of the Omnibus Plan.

The Omnibus Plan further provides that, unless otherwise determined by the Board and except as otherwise provided by the terms and conditions of a participant's employment agreement, upon a participant's termination of employment as a result of death or disability, (i) all rights, title and interest in the options granted to such participant which are unvested on the termination date will continue to vest in accordance with the terms of the Omnibus Plan and the participant's grant agreement, for a period of up to two years; (ii) vested options (including such options that vest during the two year period following the termination date) will remain exercisable until the earlier of (A) two years after the termination date, and (B) the expiry date of the options; (iii) the Board may, in its sole discretion, determine that a portion of PSUs and/or RSUs granted to the participant that have not yet vested will immediately vest on the termination date and be settled; (iv) the portion of the PSUs and/or RSUs granted to the participant that have not yet vested and that are determined by the Board, in its sole discretion, not to vest upon death or disability, shall terminate automatically; and (v) any outstanding PSUs and/or RSUs that have already vested as of the date of such participant's death or disability will be settled in accordance with the terms of the Omnibus Plan.

Change of Control

In the event of a change of control, the Board has the power, in its sole discretion, to modify the terms of the Omnibus Plan and/or the awards granted thereunder (including to cause the vesting of all unvested awards) to assist the participants to tender into a take-over bid or any other transaction leading to a change of control. In such circumstances, the Board is entitled to, in its sole discretion, provide that any or all awards shall terminate, provided that any such outstanding awards that have vested shall remain exercisable until consummation of such change of control, and/or permit participants to conditionally exercise awards. The Board may at its discretion accelerate the vesting, where applicable, of any outstanding awards notwithstanding the previously established vesting schedule, regardless of any adverse or potentially adverse tax consequences resulting from such acceleration or, subject to applicable regulatory provisions and shareholder approval, extend the expiration date of any award, in accordance with the terms of the Omnibus Plan.

Assignment

Awards granted under the Omnibus Plan may not be assigned or transferred by a participant, whether voluntarily or by operation of law, except by will or by the laws of succession of the domicile of a deceased participant.

Amendments and Termination

The Board is entitled to suspend or terminate the Omnibus Plan at any time, or from time to time to amend or revise the terms of the Omnibus Plan or of any granted award, provided that no such suspension, termination, amendment or revision will be made, (i) except in compliance with applicable law and with the prior approval, if required, of the shareholders, any stock exchange or any other regulatory body having authority over the Company; and (ii) if it would adversely alter or impair the rights of any participant, without the consent of the participant except as permitted by the terms of the Omnibus Plan, provided however, subject to any applicable rules of any stock exchange, the Board may from time to time, in its absolute discretion and without the approval of shareholders, make, amongst others, the following amendments to the Omnibus Plan or any outstanding award:

- any amendment to the vesting provisions, if applicable, or assignability provisions of awards;
- any amendment to the expiration date of an award that does not extend the terms of the award past the original date of expiration for such award;
- any amendment regarding the effect of termination of a participant's employment or engagement;
- any amendment to the terms and conditions of grants of PSUs or RSUs, including the performance criteria, as applicable, the type of award, grant date, vesting periods, settlement date and other terms and conditions with respect to the awards;
- any amendment which accelerates the date on which any award may be exercised or payable, as applicable, under the Omnibus Plan;
- any amendment to the definition of an eligible participant under the Omnibus Plan;
- any amendment necessary to comply with applicable law or the requirements of any stock exchange or any other regulatory body;
- any amendment of a "housekeeping" nature, including, without limitation, to clarify the meaning of an existing provision of the Omnibus Plan, correct or supplement any provision of the Omnibus Plan that is inconsistent with any other provision of the Omnibus Plan, correct any grammatical or typographical errors or amend the definitions in the Omnibus Plan;
- any amendment regarding the administration of the Omnibus Plan;
- any amendment to add a provision permitting the grant of awards settled otherwise than with common shares issued from treasury;

- any amendment to add a cashless exercise feature or net exercise procedure;
- any amendment to add a form of financial assistance; and
- any other amendment that does not require the approval of the holders of the Company's common shares pursuant to the amendment provisions of the Omnibus Plan.

For greater certainty, the Board shall be required to obtain shareholder approval to make the following amendments:

- any increase in the maximum number of common shares issuable pursuant to the Omnibus Plan, where, following the increase, the total number of securities issuable under the Omnibus Plan is equal to or greater than ten percent (10%) of the securities of the Company (calculated on a non-diluted basis) outstanding as of the date the Omnibus Plan was last approved by security holders;
- except for adjustments permitted by the Omnibus Plan, any reduction in the exercise price or purchase price of an award or any cancellation of an award and replacement of such award with an award with a lower exercise price or purchase price, to the extent such reduction or replacement benefits an Insider;
- any extension of the term of an award beyond its original expiry date, to the extent such amendment benefits an Insider;
- any amendment to remove or to exceed the limits set out in this Omnibus Plan on awards available to Insiders; and
- any amendment to the amendment provisions of the Omnibus Plan.

Legacy Stock Option Plan

The Company's Legacy Stock Option Plan was implemented on December 17, 2012 and was amended and restated by the Board on June 19, 2017. Touchstone's Omnibus Plan replaced the Legacy Stock Option Plan in June 2023; accordingly, no additional stock options will be granted under the Legacy Stock Option Plan. Stock options granted under the Legacy Stock Option Plan may not be assigned or transferred by a participant. All outstanding stock options previously issued pursuant to the Legacy Stock Option Plan will continue to be governed by the Legacy Stock Option Plan and will continue to vest in accordance with their existing vesting schedules.

The aggregate number of common shares that may be reserved for issuance at any time under the Legacy Stock Option Plan, together with any common shares reserved for issuance under any other equity-based compensation arrangement implemented by Touchstone (including the Omnibus Plan), is equal to ten percent (10%) of common shares (on a non-diluted basis) outstanding at that time.

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

- the aggregate number of common shares reserved for issuance pursuant to stock options granted to any one person, when combined with any other equity-based compensation arrangement, may not exceed five percent (5%) of our outstanding common shares (on a non-diluted basis);
- the aggregate number of common shares reserved for issuance pursuant to stock options granted to Insiders, when combined with any other equity-based compensation arrangement, may not exceed ten percent (10%) of our outstanding common shares (on a non-diluted basis); and
- the aggregate number of common shares issued within any one (1) year period to Insiders pursuant to stock options, when combined with any other equity-based compensation arrangement, may not exceed ten percent (10%) of our outstanding common shares (on a non-diluted basis).

Similar to the Omnibus plan, the exercise price of each stock option shall be fixed by the Board when the stock option is granted, provided that such price shall not be less than the volume weighted average trading price per share on the TSX for the five consecutive trading days ending on the last trading day preceding the date that the stock option is granted.

A stock option must be exercised within ten (10) years from the date of grant or such other date set by the Board. The vesting period or periods of stock options granted under the Legacy Stock Option Plan are determined by the Board at the time of grant. The Board may, in its sole discretion at any time, accelerate vesting of stock options previously granted. All stock options currently outstanding under the Legacy Option Plan have a five (5) year life.

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

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

Stock options granted to participants are non-assignable and, except in the case of death of a participant, are exercisable only to the participant to whom the stock options have been granted.

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

In the event of the death of a participant, on or prior to the expiry date of stock options held by the participant, the legal representatives of the participant may exercise such stock options within six (6) months following the death of the participant.

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

The Board may amend the Legacy Stock Option Plan and any stock options granted thereunder in any manner or discontinue it at any time, without shareholder approval, provided that the consent of the applicable participants must be obtained for any amendment that would adversely affect any outstanding stock options.

The approval of the shareholders present and voting in person or by proxy at a meeting of shareholders must be obtained for any stock option amendment that would have the effect of:

- increasing the maximum percentage of common shares that may be reserved for issuance under the Legacy Stock Option Plan;
- increasing the maximum percentage of common shares that may be reserved for issuance under the Legacy Stock Option Plan to non-employee directors, Insiders or any one person;
- increasing the maximum percentage of common shares that may be issued under the Legacy Stock Option Plan within any one (1) year period to Insiders;
- changing the amendment provisions of the Legacy Stock Option Plan;
- changing the terms of any stock options held by Insiders;
- reducing the exercise price of any outstanding stock option (including the reissue of a stock option within ninety (90) days of cancellation which constitutes a reduction in the exercise price);
- amending the definition of participants to expand the categories of individuals eligible for participation in the Legacy Stock Option Plan;
- extending the expiry date of an outstanding stock option or amending the Legacy Stock Option Plan to allow for the grant of a stock option with an expiry date of more than (10) years from the grant date; or
- amending the Legacy Stock Option Plan to permit the transferability of stock options, except to permit a transfer to a family member, an entity controlled by the participant or a family member, a charity or for estate planning or estate settlement purposes.

If any stock option expires during or within two (2) business days after a self-imposed blackout period on trading securities of Touchstone, such expiry date will be deemed to be extended to the tenth (10th) day following the end of such blackout period.

Annual Burn Rates

The burn rate shows how rapidly we are using our common shares reserved under our equity-based compensation plans. The annual burn rate is calculated by dividing the number of common share awards granted under our equity compensation arrangements during the applicable financial year by the basic weighted average number of common shares outstanding for the applicable financial year.

The following table sets forth the annual and average burn rates for each of the three most recently completed financial years for our equity compensation plans requiring settlement by issuances of our common shares.

Year	Stock options granted	Basic weighted average common shares outstanding as of December 31	Burn rate *(%)*
2023(1)	3,644,000	233,487,066	1.56
2022(2)	3,338,000	213,210,555	1.57
2021(2)	3,013,000	210,160,212	1.43
Average three-year burn rate			**1.52**

Notes:
1. In the 2023 financial year, stock options were issued pursuant to our Omnibus Plan.
2. In the 2022 and 2021 financial years, stock options were issued pursuant to our Legacy Stock Option Plan.

Corporate Governance

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

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

Our Vision and Values

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

Our Vision

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

Our Key Values

Honesty and Integrity

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

Safety and Environment

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

Respect, Empowerment and Accountability

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

Ethical Business Conduct

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

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

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

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

Responsibilities of our Board of Directors

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

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

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

Board Composition and Independence

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

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

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

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

Position Descriptions

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

Chair of the Board

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

- managing the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and independently of Management and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board;
- providing overall leadership to the Board without limiting the principal of collective responsibility and the ability of the Board to function as a unit;
- enabling the design and implementation of effective committees of the Board including the selection of members;
- collaborating directly with the President and CEO to provide counsel and guidance regarding the strategic management process and definition of significant business challenges; and
- facilitating communication between the Board, executive officers and shareholders.

Board Committees

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

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

Audit Committee	
Current members	All members of the Audit Committee are independent and financially literate. • Stanley T. Smith (Chair) • Kenneth R. McKinnon • Jenny Alfandary • Peter Nicol
100 percent independent	The Audit Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, all of which are to be independent and financially literate within the meaning of NI 52-110.
Membership changes	There were no membership changes to the Audit Committee in 2023.
Summary of mandate	In addition to any other duties and authorities delegated to it by the Board from time to time, the Audit Committee's mandate includes: • assist the Board in fulfilling its legal and fiduciary obligations in respect of the preparation and disclosure of the financial statements of the Company and other financial information provided by Touchstone to any regulatory body or the public; • oversee the audit efforts of the external auditors of the Company; • maintain free and open means of communication among the directors, the external auditors, and the financial and senior management of the Company; • satisfy itself that the external auditors are independent of the Company; • review the Company's annual and interim financial statements and the notes thereto prior to their submission to the Board for approval; • review financial information included in prospectuses, management's discussion and analysis, annual information forms, business acquisition reports, annual reports and all public disclosures; • satisfy itself on behalf of the Board with respect to Touchstone's systems of internal controls regarding preparation of those financial statements and related disclosures that Management and the Board have established; • oversee financial risks including balance sheet risk and review of appropriate financial-related risk management policies and strategies; • oversee complaint procedures and the administration of the complaints submitted pursuant to our whistleblower policy; • review Touchstone's risks management procedures and report to the Board with respect to its risk management process and appropriateness of policies and procedures in managing risk; • oversee the Company's cybersecurity policies and procedures and regularly receive reports from Management on these activities; • review all related party transactions to ensure the nature and extent of such transactions are property approved and disclosed; and • review the status of taxation matters of the Company and its subsidiaries.
Mandate changes	There were no changes to the mandate of the Audit Committee in 2023.

Certain information regarding the Audit Committee, including the mandate of the Audit Committee, is contained in the 2023 AIF. For more information relating to the background of our Audit Committee members, see the "*Board of Directors - Biographies of Nominated Directors*" subheading herein.

The Audit Committee pre-approves all audit and non-audit services performed by the Company's external auditors. For more information relating to the fees billed by our external auditors for audit and other services in 2023 and 2022, refer to the "*Matters to be Acted Upon at the Meeting - Appointment of Auditors*" subheading herein.

Compensation and Governance Committee	
Current members	All members of the Compensation and Governance Committee are independent and are familiar with compensation and corporate governance practices. • Kenneth R. McKinnon (Chair) • Jenny Alfandary • Dr. Priya Marajh
100 percent independent	The Compensation Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, all of which are to be independent within the meaning of NI 58-101.
Membership changes	Ms. Jenny Alfandary was appointed to the Compensation Committee in August 2023, and Dr. Harrie Vredenburg and Mr. John D. Wright departed the committee in August 2023.
Summary of mandate	The Board has delegated to the Compensation Committee responsibility to review matters relating to corporate governance and human resource policies and compensation of the Company's directors, officers and employees. These responsibilities include, but are not limited to: • recommend to the Board human resources, compensation policies and programs, and guidelines for application to the Company and oversee the administration of such policies and guidelines as are approved by the Board; • ensure that the Company has in place programs to attract and develop Management of the highest caliber and has a process to provide for the orderly succession of Management; • review compliance by Management of the Company with securities regulatory requirements governing executive compensation committees and executive compensation reporting of the Company, including the report on executive compensation of the Company required by applicable securities regulations; • review the performance of the CEO for the purpose of determining the compensation of the CEO; • approve the annual salary, bonus and other benefits, direct and indirect, of the CEO and, after considering the recommendations of the CEO, all other executive officers of the Company; and • administer all of the Company's equity-based compensation plans in accordance with their terms.
Mandate changes	There were no changes to the mandate of the Compensation Committee in 2023.

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

HSSE Committee	
Current members	All members of the HSSE Committee are independent and are generally familiar with health, safety, social and environmental requirements within the upstream oil and gas industry. • Beverley Smith (Chair) • Dr. Priya Marajh • Dr. Harrie Vredenburg
100 percent independent	The HSSE Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, the majority of which are to be independent within the meaning of NI 58-101.
Membership changes	Ms. Jenny Alfandary departed the HSSE Committee in August 2023.
Summary of mandate	The Board has delegated the HSSE Committee responsibility to review, report and make recommendations to the Board on the development and implementation of the Company's policies, standards and practices with respect to health, safety, social and environmental including climate and sustainability. These responsibilities include, but are not limited to: • oversee the Company's policies, procedures, internal control systems and strategies relating to climate-related issues, environmental protection, sustainability issues, health, safety and social matters to ensure due assessment, consideration and management of risks, opportunities and potential performance improvement relating thereto; • monitor Touchstone's business to assist Touchstone in conducting its business in a socially responsible, ethical and transparent manner that includes engagement, respect and support for the communities in which Touchstone operates; • review and report to the Board with respect to the consideration and integration of climate-related issues, environmental protection, health, safety and social matters in the development of the Company's business strategy and financial planning; • review Touchstone's compliance with all applicable laws, regulations and Touchstone's policies with respect to health, safety, social matters and the environment; • consider and review the setting and performance against appropriate targets, benchmarking, procedures and reporting methods used by the Company to measure climate-related initiatives, environmental protection, health and safety performance and other relevant sustainability performance; and • review Touchstone's disclosure, reporting and external communication practices pertaining to climate-related matters, environmental protection, and health and safety including but not limited to assessments of materiality, sustainability report development and approach to analogous disclosure and other written communication with stakeholders.
Mandate changes	There were no changes to the mandate of the HSSE Committee in 2023.

Reserves Committee	
Current members	All members of the Reserves Committee are independent and are familiar with oil and gas reserves and resource evaluation practices. • Peter Nicol (Chair) • Beverley Smith • Stanley T. Smith • John D. Wright
100 percent independent	The Reserves Committee is required to be composed of at least three individual members appointed by the Board from amongst its members, the majority of which are to be independent within the meaning of NI 51-101 and each of whom shall be familiar with oil and gas reserve and resource evaluation practices.
Membership changes	There were no membership changes to the Reserves Committee in 2023.
Summary of mandate	The Board has delegated to the Reserves Committee responsibility to review the Company's oil and gas reserves evaluation disclosure and practices. These responsibilities include, but are not limited to: • generally, review all matters relating to the preparation and public disclosure of estimates of the Company's reserves and resources; • review the procedures relating to the disclosure of information with respect to oil and gas activities including reviewing procedures for complying with the disclosure requirements set forth under NI 51-101 and other applicable securities requirements; • meet with Management and the independent reserves evaluator to determine whether any restrictions affect the ability of the evaluator to report on reserves data without reservation; • annually review the selection, engagement and fees of the independent reserves evaluators; and • review the annual reserves estimates of the Company and its subsidiaries and all applicable disclosures for approval to the Board.
Mandate changes	There were no changes to the mandate of the Reserves Committee in 2023.

In accordance with the mandates of the Board and each committee, time is set aside at every meeting to meet in-camera (without Management present) to facilitate open and candid discussion. In 2023 there were seven Board meetings; four Audit Committee meetings; two Compensation Committee meetings; four HSSE Committee meetings; and two Reserves Committee meetings. An in-camera session was held at the beginning and/or end of each of those meetings. The independent directors also routinely hold informal meetings at which non-independent directors and members of Management are not in attendance.

The following table sets forth the members of each committee as of December 31, 2023, as well as the individual director's attendance at the meetings in the 2023 financial year.

Director	Total Board and committee attendance	Board meetings	Audit Committee meetings	Compensation Committee meetings	HSSE Committee meetings	Reserves Committee meetings
Jenny Alfandary	14/14 (**100%**)	Member 7/7	Member 4/4	Member n/a	Former Member 3/3	n/a
Paul R. Baay	7/7 (**100%**)	Member 7/7	n/a	n/a	n/a	n/a
Dr. Priya Marajh	13/13 (**100%**)	Member 7/7	n/a	Member 2/2	Member 4/4	n/a

Director	Total Board and committee attendance	Board meetings	Audit Committee meetings	Compensation Committee meetings	HSSE Committee meetings	Reserves Committee meetings
Kenneth R. McKinnon	13/13 (**100%**)	Member 7/7	Member 4/4	Chair 2/2	n/a	n/a
Peter Nicol	13/13 (**100%**)	Member 7/7	Member 4/4	n/a	n/a	Chair 2/2
Beverley Smith	13/13 (**100%**)	Member 7/7	n/a	n/a	Chair 4/4	Member 2/2
Stanley T. Smith	13/13 (**100%**)	Member 7/7	Chair 4/4	n/a	n/a	Member 2/2
Dr. Harrie Vredenburg	13/13 (**100%**)	Member 7/7	n/a	Former Member 2/2	Member 4/4	n/a
John D. Wright	11/11 (**100%**)	Chair 7/7	n/a	Former Member 2/2	n/a	Member 2/2

Mr. John D. Wright is the Board Chair and is a member of the Reserves Committee; however, he attends all committee meetings regularly by invitation from the committee chairs. Mr. Thomas E. Valentine is the Corporate Secretary of the Company and regularly attends Board and committee meetings by invitation from the Chair of the Board and the committee chairs. Mr. Paul R. Baay was an executive director in 2023 and attended all Board and committee meetings noted above.

Serving as a Director

Strategic Planning

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

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

Avoiding Conflicts of Interest

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

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

Succession Planning

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

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

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

Share Ownership Policy

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

Composition and Diversity

Tenure

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

Mr. Stanley Smith joined the Board in 2017 to replace a departed director; Mr. Peter Nicol joined the Board in 2017 to augment its expertise in finance, mergers and acquisitions and United Kingdom capital markets; Ms. Beverley Smith joined the Board in 2020 to enhance its expertise in reserves, geology, oil and natural gas exploration and ESG; Ms. Jenny Alfandary joined the Board in 2022 to complement its expertise in innovation, technology, finance and security; and Dr. Priya Marajh joined the Board in 2022 to strengthen its expertise in international business relations, diplomacy, local content considerations, and social and economic policy development.

Diversity

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

Consideration for nominations to our Board will be made based on capability, diversity and the needs of the Board at the applicable time. As a result, the Board is, and will be, comprised of highly qualified directors from diverse backgrounds. The goal of increasing diversity at the Board is to maximize its effectiveness by promoting diverse thinking, while providing for more effective corporate governance and decision making for the Company. Touchstone also recognizes that gender diversity is an important aspect of diversity on the Board. Of the director nominees to be considered this year by shareholders, three of the nine candidates are female (33 percent) and certain of the candidates also have racial and/or ethnic diversity.

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

The Company currently does not have any targets, rules or formal policies that specifically require the identification, consideration, nomination or appointment of candidates for executive officer positions.

Director Participation with Other Reporting Issuers

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

Director	Reporting Issuer (or equivalent in a foreign jurisdiction)
Kenneth R. McKinnon	Alvopetro Energy Ltd.
Peter Nicol	Eco (Atlantic) Oil and Gas Ltd. Deltic Energy Plc
John D. Wright	Alvopetro Energy Ltd. Grounded Lithium Corp.

Board Performance and Development

Evaluation

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

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

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

The following table reflects the current self identified skills and experience of the nominated directors.

Experience and/or Expertise	J. Alfandary	P. Baay	P. Marajh	K. McKinnon	P. Nicol	B. Smith	S. Smith	H. Vredenburg	J. Wright
Corporate governance – experience with and understanding of the requirements of good corporate governance.	●	◍	●	●	●	◍	●	●	●
Strategic planning – experience in developing, implementing and monitoring short and long-term strategic planning.	●	◍	●	◍	◍	●	●	●	●
Risk management – experience in evaluating, managing and mitigating overall business risks.	●	◍	◍	●	◍	●	◍	◍	◍
General oil and gas industry – experience with various aspects of oil and gas business and operations.	◍	●	●	●	●	●	●	●	●
Oil and gas exploration – experience with oil and gas exploration activities, including geological, drilling operations and technology.	◍	●	●	◍	◍	●	◍	◍	●
Reserves evaluation – experience with oil and gas reserves evaluation and reporting requirements.	◍	◍	◍	◍	◍	●	◍	◍	●
Geopolitical – experience with analysis of how a country's geography, history, culture, and economy influence its politics and the resulting impact on business.	●	◍	●	◍	◍	◍	◍	●	●
International operations – experience with international oil and gas operations.	●	◍	●	◍	◍	●	●	◍	●
Health, safety and environment – experience with industry regulations and best practices regarding workplace health, safety and environmental issues.	●	●	●	◍	◍	●	◍	●	●
ESG and sustainability – experience with or knowledge of managing risks related to evolving environmental, climate-related and social issues, including reporting and shareholder engagement.	●	◍	●	●	◍	●	◍	●	●
Financial literacy – ability to critically review and analyze financial reporting documents.	●	◍	●	◍	●	◍	●	◍	●
Financial experience – corporate finance and financial management experience, including internal controls and financial reporting.	●	●	◍	●	●	◍	●	◍	●
Capital markets – ability to access and assess capital market opportunities in Canada and internationally.	●	◍	◍	◍	●	◍	◍	◍	●
Mergers and acquisitions – experience in identifying, evaluating and executing on strategic, value-added opportunities and leading a business through potential mergers and acquisitions.	●	◍	◍	●	●	●	●	◍	●
Human resources – experience with responsibility for human resources, including knowledge of creating effective compensation plans.	●	◍	◍	◍	◍	◍	◍	◍	●
Legal – experience with international oil and gas laws, capital markets, merger and acquisitions disclosure and related reporting requirements.	◍	◍	●	●	◍	◍	◍	◍	◍

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

Director Orientation and Continuing Education

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

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

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

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

Stakeholder Engagement

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

Although the stakeholder engagement process is delegated from the Board to the President and CEO, any shareholder wishing to discuss the strategy of the Company can contact our Chair of the Board, Mr. John D. Wright, via email at jwright@touchstoneexploration.com. Our Board members will also be available at the Meeting to receive questions from shareholders.

Sustainability

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

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

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

To address identified climate-related risks, we are continually researching and developing ESG strategies, which include, among other initiatives, reducing effluent discharge, reducing natural gas venting, increasing the proportion of natural gas, which is a low carbon product in the Company's product mix, and uphold transparent disclosure of our ESG performance.

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

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

In 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 matters. The content, scope and methods used in our annual sustainability disclosures follow the guidelines set forth by the Sustainability Accounting Standards Board, the Task Force on Climate-related Financial Disclosures and the Global Reporting Initiative Sustainability Reporting Standards. We believe that sustainability is a multidisciplinary focus that balances economic growth, environmental stewardship and social responsibility. We will continue to increase our transparency of our sustainability efforts to ensure the ongoing accountability and productivity of our business.

We recognize the increasing importance of ESG to our stakeholders, in particular our shareholders, as well as to our operations. We have developed a strategic approach to sustainability consisting of three core areas: environmental stewardship, enriching communities and effective governance.

The following initiatives reflect our dedication to responsibly manage our ESG priorities and risks:

- ✓ decreased our estimated 2022 carbon intensity by 19 percent and our overall emissions by 7 percent in 2022 in comparison to 2021;
- ✓ increased our injected water by 176 percent in 2022 relative to 2021;
- ✓ achieved zero employee incidents in 2023 and in 2022, confirming our continuous dedication to safety; and
- ✓ increased female representation in the Board from 12.5 percent to 33.3 percent in 2022, establishing our commitment to gender diversity and inclusion.

Our 2022 ESG report as well our 2021 and inaugural 2020 sustainability reports are available on our website (https://www.touchstoneexploration.com/governance/sustainability).

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

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

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

Other Disclosures

Indebtedness of Directors and Executive Officers

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

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

None of our directors or officers, or any person who has held such a position since the beginning of our last completed financial year, nor any nominee for election as a director, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as disclosed herein.

Interest of Informed Persons in Material Transactions

Except as disclosed elsewhere herein, none of our directors, officers, principal shareholders, or informed persons (as defined in NI 51-102), and no associate or affiliate of any of them, has or has had any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transactions which has materially affected or would materially affect us.

Auditors, Transfer Agent and Registrar

Our auditors are KPMG LLP, Chartered Professional Accountants, Suite 3100, 205 - 5th Avenue SW, Calgary, Alberta, T2P 4B9.

Our transfer agent and registrar for our common shares is Odyssey Trust Company, located at Suite 1230, 300 - 5th Avenue SW, Calgary, Alberta, T2P 3C4. Our depositary and custodian in respect of our United Kingdom depositary interests is Link Market Services Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Additional Information

Financial information is provided in our comparative annual audited consolidated financial statements and related management's discussion and analysis for the year ended December 31, 2023. Shareholders can access these documents and other additional information, including our 2023 AIF, on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca). Alternatively, shareholders may request physical copies of the annual financial statements, related management's discussion and analysis and the 2023 AIF by emailing a request to info@touchstoneexploration.com.

Advisories

Forward-looking Statements

Certain information provided in this Information Circular, including documents incorporated by reference herein, may constitute forward-looking statements and information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. 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.

Such statements represent the Company's internal projections, estimates or beliefs concerning, among other things, future growth, results of operations, production rates, future natural gas production, the magnitude of and ability to recover petroleum and gas reserves, plans for and results of exploration, drilling, facility construction and recompletion activities, the ability to secure necessary personnel, equipment and services, environmental matters, social matters, governance matters, health and safety matters, future commodity prices, changes to prevailing regulatory, human rights, employment, royalty, tax and environmental laws and regulations, the impact of competition, future capital and other expenditures (including the amount, nature and sources of funding thereof), future financing sources, business prospects and opportunities, risk that the Company will not be able to obtain contract extensions or fulfill the contractual obligations required to retain its rights to explore, develop and exploit any of its properties and risks related to lawsuits.

Forward-looking statements in this Information Circular (including the prefacing "Letter to Shareholders") include, but are not limited to, those in respect of: the Company's business plans, strategies, priorities and development plans; the Company's proposed acquisition of Trinity Exploration and Production Plc, including the Company's expectation that the proposed acquisition will close, the timing thereof, and the benefits to be derived from the proposed acquisition; the continuation of certain existing and the implementation of certain additional ESG policies and practices (including with respect to reducing the Company's environmental footprint and the strategies for accomplishing such reduction, and identifying sustainable ways to operate) and the timing thereof; the extent to which the Company can convert its existing reserve base to production and resulting cash flows therefrom and the timing thereof; the extent to which the Company will complete the tie-in of its Cascadura development wells, the Cascadura facility expansion and realize production therefrom; exploration, production and associated operational plans and strategies, including future drilling and well optimization activities, the timing thereof and the production resulting therefrom; the Company's exploration drilling and development location inventory, including the number and quality of, and risk associated with, those locations; expected increases to 2024 petroleum and natural gas sales and natural gas exploration wells coming online; expectations of future profitable growth; the ability to reduce the Company's risk profile; and the sufficiency of resources and available financing to fund such future operations and maintain financial liquidity.

This Information Circular refers to Touchstone's preliminary 2024 capital budget. For further information regarding the Company's 2024 preliminary guidance and the advisories related thereto (all of which are incorporated herein), refer to the Company's announcement dated December 19, 2023 entitled "*Touchstone Announces 2024 Capital Budget, Preliminary 2024 Guidance and an Operational Update*", which is available on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca). This document also refers to the Company's proposed Acquisition of Trinity Exploration and Production Plc. For further information regarding the acquisition and the related advisories thereto (all of which are incorporated herein), please refer refer to the Company's news release dated May 1, 2024 entitled "*Touchstone Exploration Announces Acquisition of Trinity Exploration and Production PLC*" and the Rule 2.7 Announcement, both of which are available online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com).

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 referenced 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.

In addition, there is no single standard system that applies across companies for compiling and calculating the quantity of emissions and other sustainability metrics attributable to Touchstone's operations. Accordingly, such information may not be comparable with similar information reported by other companies. The Company's estimated emissions are derived from various internal reporting systems that are generally different from those applicable to the financial information presented in its consolidated financial statements and are, in particular, subject to less sophisticated internal documentation as well as preparation and review requirements, including the general internal control environment. Touchstone may change its policies for calculating emissions in the future without prior notice.

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 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. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Certain of these assumptions and risks are set out in more detail in the Company's 2023 AIF which is available on our website (www.touchstoneexploration.com) and under our profile on SEDAR+ (www.sedarplus.ca). The forward-looking statements contained in this Information Circular are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation or intent to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.

Oil and 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 ("**boe**"). 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 Information Circular refers to reserve additions (reductions), finding and development ("**F&D**") costs and recycle ratio, which are oil and gas metrics that are commonly used in the oil and gas industry. The metrics have been referred to herein as they were components of the Company's 2023 short-term incentive plan. These metrics have been prepared by Management and do not have standardized meanings or standardized methods of calculation, and therefore such measures may not be comparable to similar measures presented by other companies and should not be used to make comparisons. Such measures are not reliable indicators of the future performance of the Company, and future performance may not compare to the performance in prior periods, and therefore such metrics should not be unduly relied upon. The Company uses these oil and gas metrics for its own performance measurements and to provide shareholders with measures to compare the Company's operations over time.

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

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

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

Non-GAAP Financial Measures

This Information Circular references various non-GAAP financial measures, non-GAAP ratios, capital management measures and supplementary financial measures as such terms are defined in National

Instrument 52-112 - *Non-GAAP and Other Financial Measures Disclosure*. Such measures are not recognized measures under GAAP and do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar financial measures disclosed by other issuers. Readers are cautioned that the non-GAAP financial measures referred to herein should not be construed as alternatives to, or more meaningful than measures prescribed by IFRS, and they are not meant to enhance the Company's reported financial performance or position. These are complementary measures that are commonly used in the oil and natural gas industry and by the Company to provide shareholders and potential investors with additional information regarding the Company's performance, liquidity and ability to generate funds to finance its operations. Non-GAAP financial measures references herein include funds flow from operations, operating netback, capital expenditures and net debt, as they were components of the Company's 2023 short-term incentive plan. Market capitalization has also been referenced herein to provide context and to analyze our historical annual NEO compensation.

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.

Net debt

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

Market capitalization

Market capitalization is a supplementary financial measure and is calculated as period end common share price on the TSX multiplied by the number of common shares outstanding at the end of the period.

Management believes that market capitalization provides a useful measure of the market value of Touchstone's equity at any given time.

For further information, please refer to the "*Advisories - Non-GAAP Financial Measures*" section of the Company's most recent management's discussion and analysis for the three months and year ended December 31, 2023 accompanying our December 31, 2023 audited consolidated financial statements, both of which are available on our website (www.touchstoneexploration.com) and under our SEDAR+ profile (www.sedarplus.ca).

References to Touchstone

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

Approval

This Information Circular dated May 8, 2024 has been approved by the Board of Directors of the Company.

Appendix A - Board of Directors Mandate

Role and Objective

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

1. Duty of Oversight

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

2. Formulation of Corporate Strategy

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

3. Principal Risks

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

4. Internal Controls and Communication Systems

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

5. Financial Reporting, Operational Reporting and Review

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

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

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

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

6. Succession Planning and Management Development

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

7. Disclosure and Communication Policy

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

8. The Chair of the Board

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

9. Committees

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

10. Committee Chairs and Committee Members

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

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

11. Board Meetings, Agendas and Notice

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

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

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

12. Information for Board Meetings

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

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

13. Non-Directors at Board Meetings

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

14. Board Relations with Management

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

15. New Director Orientation

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

16. Assessing the Board's Performance

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

17. Board Compensation

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

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

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

19. Outside Advisors for Individual Directors

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

20. Conflict of Interest

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

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

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

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

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

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

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

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

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

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

21. Corporate Governance and Nominating

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

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

22. Mandate Review

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

Approved and adopted by the Board of Directors on November 16, 2012 and reapproved on March 20, 2024.

Appendix B - Summary of the Shareholder Rights Plan Agreement

The following is a summary of the principal terms of the Rights Plan. This summary is qualified in its entirety by the full text of the Shareholder Rights Plan Agreement, a copy of which is available on the Company's website at www.touchstoneexploration.com or upon request to the Chief Financial Officer of the Company as described in the Information Circular. Unless otherwise indicated, all capitalized terms used in this summary have the meanings set forth in the Shareholder Rights Plan Agreement.

Issuance of Rights

The Rights Plan authorizes the issue, on December 31, 2012 (the "**Effective Date**"), of one (1) Right in respect of each Common Share outstanding on the Effective Date and the issue of one (1) Right for each Common Share issued after such date and prior to the earlier of the Separation Time and the Expiration Time. Each Right entitles the registered holder thereof to purchase from Touchstone one (1) Common Share at the Exercise Price. The Exercise Price and number of Common Shares are subject to adjustment. The Rights are not exercisable until the Separation Time.

Certificates and Transferability

Prior to the Separation Time, certificates for Common Shares will also evidence one (1) Right for each Common Share represented by the certificate. Certificates issued after the Effective Date, but prior to the earlier of the Separation Time and the Expiration Time, will bear a legend to this effect. Rights are also attached to Common Shares that were outstanding on the Effective Date, although share certificates issued prior to that date do not bear such a legend.

Prior to the Separation Time, Rights will not be transferable separately from the attached Common Shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates which will be transferable and traded separately from the Common Shares.

Separation Time and Rights Exercise Privilege

The Rights will separate from the Common Shares to which they are attached and will become exercisable at the Separation Time. The Separation Time is the close of business on the eighth (8th) Trading Day after the earlier of: (i) the Stock Acquisition Date; (ii) the date of the commencement of or first public announcement of the intent of any person (other than Touchstone or any Subsidiary of Touchstone) to commence a Take-over Bid (other than a Permitted Bid or a Competing Permitted Bid), or such later time as may be determined by the Board, provided that, if any Take-over Bid expires, is cancelled, terminated or otherwise withdrawn prior to the Separation Time, such Take-over Bid shall be deemed never to have been made; and (iii) the date on which a Permitted Bid or Competing Permitted Bid ceases to be such.

Subject to adjustment as provided in the Rights Plan, each Right entitles the holder to purchase, after the Separation Time, one (1) Common Share for an exercise price (the "**Exercise Price**") equal to $100.00.

The acquisition by an Acquiring Person of twenty percent (20%) or more of the Common Shares, other than by way of a Permitted Bid or in certain other circumstances set out below, is referred to as a "**Flip-in Event**". Any Rights held by an Acquiring Person will become void upon the occurrence of a Flip-in Event. If a Flip-in Event shall occur, at the close of business on the eighth (8th) business day after the Stock Acquisition Date, the Rights (other than those held by the Acquiring Person) will entitle the holder thereof to purchase Common Shares having an aggregate market price equal to twice the Exercise Price for an amount in cash equal to the Exercise Price.

Impact Once Rights Plan is Triggered

The issue of Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the attached Common Shares, reported earnings per Common Share on a fully diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

By permitting holders of Rights other than an Acquiring Person to acquire Common Shares at a discount to market value, the Rights may cause substantial dilution to a person or group that acquires twenty percent (20%) or more of the voting securities of Touchstone other than by way of a Permitted Bid or in certain other circumstances set out below.

Acquiring Person

An Acquiring Person is a person who beneficially owns twenty percent (20%) or more of the outstanding Common Shares. An Acquiring Person does not, however, include Touchstone or any Subsidiary of Touchstone, or any person who becomes the Beneficial Owner of twenty percent (20%) or more of the Common Shares as a result of certain exempt transactions. These exempt transactions include where any person becomes the Beneficial Owner of twenty percent (20%) or more of the Common Shares as a result of, among other things: (i) acquisitions pursuant to a Permitted Bid or Competing Permitted Bid; (ii) transactions to which the application of the Rights Plan has been waived by the Board; (iii) pursuant to transactions that are subject to the approval of the shareholders; and (iv) certain purchases of securities issued by prospectus or private placement.

Permitted Lock-up Agreements

A bidder may enter into lock-up agreements (a "**Lock-up Agreement**") with shareholders (a "**Locked-up Person**") whereby such shareholders agree to tender their Common Shares to the Take-over Bid (the "**Lock-up Bid**") without a Flip-in Event (as referred to above) occurring. Any such agreement must permit the Locked-up Person to withdraw their Common Shares from the lock-up to tender to another Take-over Bid or support another transaction that will provide greater value to the Locked-up Person than the Lock-up Bid where the greater value offered exceeds by as much or more than a specified amount (the "**Specified Amount**") the value offered under the Lock-up Bid, provided the Specified Amount is not greater than seven percent (7%) of the value offered under the Lock-up Bid. A Lock-up Agreement may contain a right of first refusal or require a period of delay (or other similar limitation) to give an offeror an opportunity to match a higher price in another transaction as long as the Locked-up Person can accept another bid or tender to another transaction.

The Lock-up Agreement must be made available to Touchstone and to the public, and under the Lock-up Agreement no "break-up" fees, "top-up" fees, penalties, expense reimbursement or other amounts that exceed in aggregate the greater of: (i) two and a half percent (2.5%) of the value payable under the Lock-up Bid to the Locked-up Person; and (ii) fifty percent (50%) of the amount by which the value received by a Locked-up Person under another Take-over Bid or transaction exceeds what such Locked-up Person would have received under the Lock-up Bid; can be payable by such Locked-up Person if the Locked-up Person fails to deposit or tender their Common Shares to the Lock-up Bid or withdraws such shares previously tendered thereto in order to deposit such shares to another Take-over Bid or to support another transaction.

Permitted Bids and Competing Permitted Bids

The Rights Plan is not triggered if a Permitted Bid would allow sufficient time for the shareholders to consider and react to the offer and would allow shareholders to decide to tender or not tender without the concern that they will be left with illiquid Common Shares should they not tender. The requirements for a Permitted Bid include the following: (i) the Take-over Bid must be made by way of a Take-over Bid circular; (ii) the Take-over Bid must be made to all holders of Common Shares; (iii) the Take-over Bid must be outstanding for a minimum period of 105 days, or such shorter minimum period as a take-over bid is required to remain open pursuant to National Instrument 62-104 - *Take-Over Bids and Issuer Bids* ("**NI 62-104**"); (iv) Common Shares tendered pursuant to the Take-over Bid may not be taken up prior to the expiry of such period and only if at such time more than fifty percent (50%) of the Common Shares held by Independent Shareholders have been tendered to the Take-over Bid and not withdrawn; and (v) if more than fifty percent (50%) of the Common Shares held by Independent Shareholders are tendered to the Take-over Bid within the applicable minimum period, the bidder must make a public announcement of that fact, and the Take-over Bid must remain open for deposits of Common Shares for an additional ten (10) days from the date of such public announcement.

The Rights Plan allows for a Competing Permitted Bid to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except with respect to the minimum initial deposit period that such Competing Permitted Bid must remain open, which shall be determined pursuant to NI 62-104.

Acquisitions of Common Shares made pursuant to a Permitted Bid or a Competing Permitted Bid do not give rise to a Flip-in Event.

Waiver and Redemption

The Board, acting in good faith, prior to the occurrence of a Flip-in Event, may waive the application of the Rights Plan to a Flip-in Event that would result from a Take-over Bid made by way of Take-over Bid circular to all shareholders. In such case, the Board shall be deemed to have waived the application of the Rights Plan to any other Flip-in Event occurring as a result of any other Take-over Bid made by way of Take-over Bid circular to all shareholders prior to the expiry of the Take-over Bid for which the Rights Plan has been waived or deemed to have been waived.

Until the occurrence of a Flip-in Event, the Board may, with the approval of shareholders (or with the approval of holders of Rights if the Separation Time has occurred), elect to redeem all but not less than all of the then outstanding Rights at $0.001 per Right. In the event that a person acquires Common Shares pursuant to a Permitted Bid, a Competing Permitted Bid or pursuant to a transaction for which the Board has waived the application of the Rights Plan, then the Board shall, immediately upon the consummation of such acquisition, without further formality, be deemed to have elected to redeem the Rights at the redemption price.

Amendment

The Board may amend the Rights Plan with the approval of a majority vote of the votes cast by shareholders (or of the holders of Rights if the Separation Time has occurred) voting in person and by proxy at a meeting duly called for that purpose. The Board without such approval may correct clerical or typographical errors and, subject to approval as noted above at the next meeting of the shareholders (or holders of Rights, as the case may be), may make amendments to the Rights Plan to maintain its validity due to changes in applicable legislation.

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
Executive Vice President Exploration and Subsurface

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