Notice of 2025 Annual Meeting of Shareholders

and

Management Information Circular

May 8, 2025

Letter to Shareholders

Dear fellow shareholders,

On behalf of the Board of Directors and the management team of Touchstone Exploration Inc., we are pleased to invite you to attend and vote at our 2025 annual meeting of shareholders, which will be held virtually on Wednesday, June 19, 2025, at 8:00 a.m. (Mountain Time). The meeting will be conducted via live audio webcast at http://web.lumiagm.com/241223519, providing all shareholders and duly appointed proxyholders with equal opportunity to participate and vote, regardless of location. Your vote is important to us, and we encourage you to review this document for detailed instructions on how to vote and engage in the meeting. This document also includes important information about how Touchstone is governed and how our directors and executive officers are compensated.

We would like to acknowledge and express our sincere gratitude to the directors who have retired or will be retiring from our Board of Directors (the "Board") in 2025, in recognition of their years of service and invaluable contributions. Mr. John Wright, who served as Chair of our Board for the past eleven years, has retired to focus on his other business and personal pursuits. Under John's leadership, Touchstone achieved significant growth, emerging as the largest independent onshore producer in Trinidad. We are deeply thankful for his vision, dedication, and leadership, and we wish him continued success in his future endeavors. Dr. Harrie Vredenburg and Ms. Jenny Alfandary will be retiring from the Board and will not be standing for re-election at the 2025 annual meeting of shareholders. We are grateful for the insight, expertise, and strategic perspective they each brought to the Board, and we extend our best wishes for their future endeavors.

Over the past year, Touchstone made meaningful strides in advancing our long-term strategy and solidifying our position as a leading onshore energy company in Trinidad. Through disciplined execution, operational efficiency, and strategic investment, we have laid the groundwork for sustained growth and value creation.

In 2024, we achieved record average production volumes of 5,734 boe/d and generated net earnings of US$8.3 million ($0.03 per diluted share), with funds flow from operations totaling US$13.7 million. These results reflect our focus on efficiency, cost control, and financial discipline in a dynamic commodity environment.

We expanded our Trinidad asset base through strategic acquisitions and dispositions, including securing new onshore exploration acreage. These efforts support our long-term objective of building a company capable of sustaining a fully funded drilling program - integrating both development and exploration opportunities. With control of key onshore gas infrastructure and a dominant position in onshore mineral rights, we are now well-positioned to evolve from an exploration-focused entity into a fully funded development and exploration company.

While the journey has not been without its challenges, our vision of becoming the leading onshore producer in Trinidad is no longer aspirational - it is a reality.

Our 2025 growth strategy is anchored by the proposed acquisition of a private Trinidad-based entity, announced in December 2024. The transaction includes a 65 percent operating working interest in the onshore Central block exploration and production licence, four producing gas wells, and a natural gas processing facility. To finance this acquisition, we have executed a binding term sheet to amend our existing loan agreement to secure an additional US$30 million term loan facility. We also intend to raise a further gross £$15 million via a United Kingdom private placement to accelerate drilling - both to optimize the Central block assets and to fund our near-term Cascadura development.

This acquisition, expected to close by the end of the second quarter of 2025, will mark a major milestone: our entry into the liquefied natural gas (LNG) market as a supplier to the Trinidad sector. This strategic move positions us to access global natural gas pricing, enhancing both cash flow and earnings potential.

At the same time, we continue to advance the Ortoire block, with the Cascadura area remaining our central focus. Drilling at the Cascadura B site began in January 2025, and we expanded our natural gas facility processing capacity in 2024. Long-term production growth will be supported by ongoing drilling activity, a planned compression project, and new exploration initiatives across the Charuma, Cipero, and Rio Claro blocks. We hold an 80 percent operating interest in each of these blocks, with geological studies, seismic reprocessing, and initial drilling scheduled over the course of their six-year licence terms.

While commodity price volatility and the inherent risks of hydrocarbon development remain, our Ortoire natural gas sales are supported by a fixed-price contract through October 2027, providing price stability in uncertain markets. Our experienced team continues to manage our inherent risks while driving operational performance and maintaining a strong focus on safety.

With the acquisition and associated financing, we believe we are well-capitalized to advance our Trinidad-focused strategic plan without compromising our financial position or limiting future growth potential.

On behalf of the Board of Directors, we extend our deepest gratitude to our employees, management team, and contractors. Your commitment, resilience, and unwavering dedication to safety form the foundation of everything we do and have been essential to our success. To our fellow shareholders, thank you for your continued confidence and support - we look forward to sharing another year of progress with you.

Sincerely,

(signed) *"Paul R. Baay"*

Paul R. Baay
Director, President and Chief Executive Officer

(signed) *"Kenneth R. McKinnon"*

Kenneth R. McKinnon
Chair of the Board of Directors

TOUCHSTONE

Notice of 2025 Annual Meeting of Shareholders

You are invited to our 2025 annual meeting of common shareholders (the "Meeting"):

When: Thursday, June 19, 2025 at 8:00 a.m. (Mountain Time)

Where: Virtual-only meeting via live audio webcast at http://web.lumiagm.com/241223519

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

1. Receive our 2024 annual audited consolidated financial statements and the auditors' report thereon.
2. Fix the number of directors to be elected at the Meeting at six.
3. Elect the six Management nominees as directors.
4. Appoint KPMG LLP as auditors and authorize the directors to fix their remuneration.
5. Transact such other business as may be properly brought before the Meeting.

Your vote is important.

If you are a shareholder of record of Touchstone Exploration Inc. common shares at the close of business on May 8, 2025, 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, 2025 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, 2025

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 3:00 p.m. (BST) on June 11, 2025

If you cannot participate in the Meeting, please submit your vote prior to the proxy deposit deadline of 8:00 a.m. (Mountain Time) on Tuesday, June 17, 2025.

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Management Information Circular

For the Annual Meeting of Shareholders to be held on June 19, 2025

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 2025 annual meeting of the holders of common shares of Touchstone (the "**Meeting**").

Information contained in this Information Circular is given as of May 8, 2025, 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/241223519 commencing at 8:00 a.m. (Mountain Time) on June 19, 2025 for the purposes set forth in the accompanying Notice of 2025 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, 2024. You can also find these documents and other important information about Touchstone online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com). 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**"). Readers are cautioned that this Information Circular should be read in conjunction with Touchstone's disclosure under the "*Advisories*" heading herein which provides information on non-GAAP financial measures, oil and natural gas measures, product type disclosures, oil and natural gas metrics and references to Touchstone.

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 one of the largest independent onshore oil and natural gas producers 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).

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 txpir@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, 2025 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 materials 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/241223519 in your web browser.
- If you have voting rights, select "Login" and enter your username and the password "touchstone25" (case sensitive).
- If you do not have voting rights, select "Guest" and complete the online form.

You will be able to log in to the website from 7:30 a.m. (Mountain Time) on June 19, 2025. The Meeting will start at 8:00 a.m. (Mountain Time).

Please visit https://odysseytrust.com/virtual-meetings for a tutorial on logging in, participating and voting in the virtual Meeting 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 duly 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 log in 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 helpdesk.us@lumiglobal.com or visit https://support.lumiglobal.com/knowledge/virtual 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 Management 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 8:00 a.m. (Mountain Time) on Tuesday, June 17, 2025 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 log in 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 Financial 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**") MUFG Corporate Markets 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 beneficial shareholder's name appears on the register of Depositary Interest Holders), and returned by mail using the enclosed reply envelope, or by courier or hand delivery to the office of the Depositary, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 3:00 p.m. (BST) on Wednesday, June 11, 2025 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 instruct the Depositary 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 a new instruction or is an amendment to an instruction given previously must, in order to be valid, be transmitted by no later than 3:00 p.m. (BST) on Wednesday, June 11, 2025 (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 through CREST should be communicated to the Depositary 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 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 8:00 a.m. (Mountain Time) on Tuesday, June 17, 2025, or if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays observed in the Province of Alberta) prior to the time set for the Meeting to be reconvened.

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

Changing Your Vote

You can revoke a proxy form you previously submitted by sending us a revocation notice in writing from you or an attorney to whom you have given written authorization. If the shareholder is a corporation, the change must be made under its corporate seal or by an authorized officer or attorney. The written notice must be delivered to our head office any time before 4:30 p.m. (Mountain Time) on Wednesday, June 18, 2025 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, 236,460,661 common shares are issued and outstanding as fully paid and non-assessable shares in the capital of the Company (the "**common shares**"). 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, 2025, 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 236,460,661 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 for Directors

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/sustainability/corporate-governance).

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/sustainability/corporate-governance).

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 six	FOR
Elect the six Management nominees as directors	FOR each nominee
Appoint KPMG LLP as auditors and to authorize the directors to fix their remuneration	FOR

Receipt of the Financial Statements and Auditors' Report

At the Meeting, shareholders will receive the comparative annual audited consolidated financial statements of the Company for the year ended December 31, 2024 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, 2024 are available online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com).

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 directors. 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 eight directors on our Board. Ms. Alfandary and Dr. Vredenburg are retiring from our Board and are not seeking re-election at the Meeting. As a result, it is proposed that, at the Meeting, the number of directors to be elected to hold office until the next annual meeting or until their successors are elected or appointed be set at six. Unless otherwise directed, it is the intention of the Management designees named in the form of proxy to vote proxies in favour of setting the number of directors to be elected at six.

Management recommends that shareholders vote FOR fixing the number of directors to be elected at the Meeting at six (6). 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 six (6).

Election of Directors

Our directors are elected annually, individually and by majority vote. The individual voting results will be published by news release and on our SEDAR+ profile (www.sedarplus.ca) after the Meeting. The individual voting results will also be reviewed by our Board and will be considered as part of their overall review and assessment of the nominees recommended to shareholders at our next annual meeting of shareholders.

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 six nominees proposed for election as our directors are as follows:

Paul R. Baay	Peter Nicol
Dr. Priya Marajh	Beverley Smith
Kenneth R. McKinnon	Stanley T. Smith

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. KPMG was appointed auditors of the Company effective September 29, 2021.

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, 2024 and 2023. 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$)*	**All other fees**(4) *(C$)*
2024	364,098	-	-	-
2023	299,664	-	-	-

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 2024 Annual Information Form dated March 19, 2025 (the "**2024 AIF**"), which is available online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com).

Other Matters

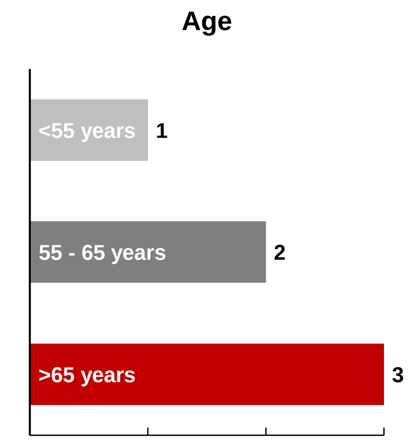
Management knows of no other matters to come before the Meeting other than those referred to in the accompanying Notice of Meeting. Should any other matters properly come before the Meeting, the common shares represented by proxy solicited hereby will be voted or withheld from voting on such matters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

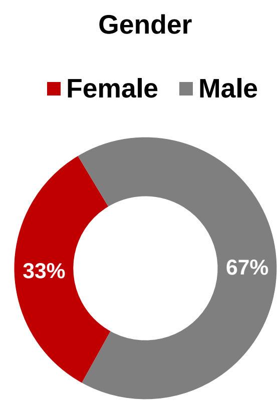
Board of Directors

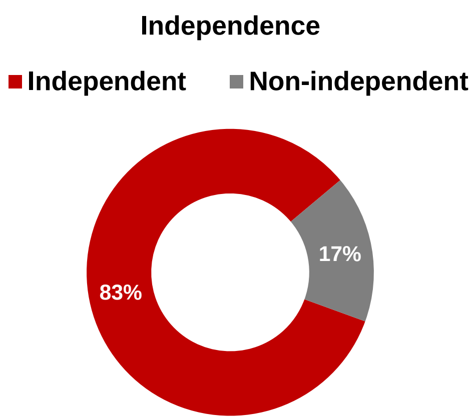
The Board of Directors is responsible for the stewardship of Touchstone on behalf of its shareholders to ensure the long-term success of the Company. The Board currently has eight members, including eight independent, non-executive directors and the President and Chief Executive Officer. Ms. Alfandary and Dr. Vredenburg are retiring from our Board and are not seeking re-election at the Meeting.

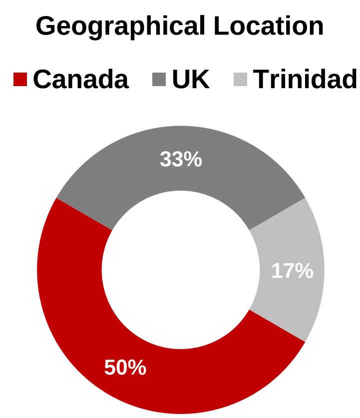
As a result, Management is proposing to elect six director nominees at the Meeting. The director nominees have a range of leadership in the international oil and gas industry, as well as expertise in other disciplines that we believe are beneficial to the Company and our shareholders.

Overview of Nominated Directors



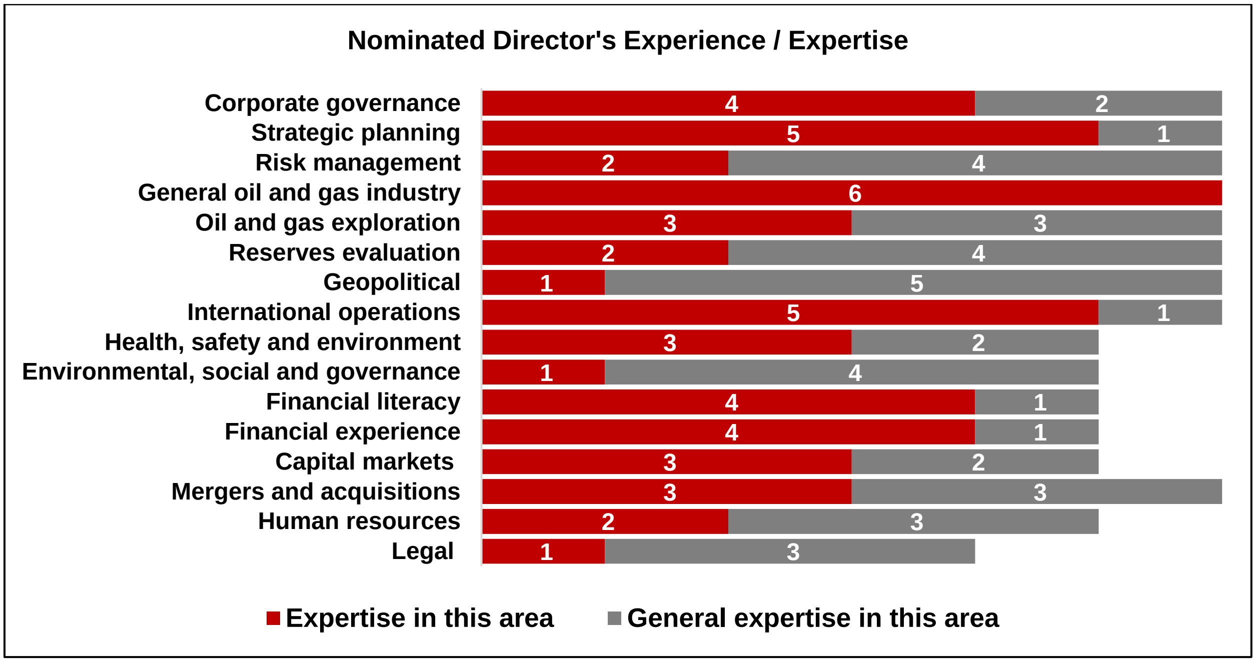






Summary of Nominated Directors' Experience

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 nominated directors of the Company, as a group, beneficially own, control or direct, directly or indirectly, 5,047,664 common shares representing approximately 2.1 percent of our issued and outstanding common shares. All the director nominees complied with our share ownership policy as of December 31, 2024 (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 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, 2024 and December 31, 2023.
2. The market value of common shares represents the number of common shares held by each director nominee on December 31 of the applicable year, multiplied by the closing price of the common shares on the TSX on December 31 of the applicable year (2024 - $0.46 and 2023 - $0.72).
3. The value of stock options represents the number of common shares payable on settlement of 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 (2024 - $0.46 and 2023 - $0.72). If the exercise price is greater than the market price, the options are out of the money and assigned no value.
4. The value of share awards represents the number of notional common shares underlying the awards and potential common shares payable on settlement of the vested and unvested share awards 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 (2024 - $0.46 and 2023 - $0.72). The number of share awards is based on the underlying awards before the effect of any performance multipliers.
5. The total value of equity holdings represents the sum of the values calculated in notes 2, 3 and 4 above.

Paul R. Baay, ICD.D

Calgary, Alberta, Canada

Age: 62

Director since May 13, 2014

Non-independent director

Mr. Baay has over thirty-five 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 Governors of the Banff Centre for Arts and Creativity since May 2024. Mr. Baay previously served as the Chair of the Board of Directors of the Alberta Foundation for the Arts from March 2023 to April 2024 and 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.

2024 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	8/8	100
Equity Holdings(1)	**2024**		**2023**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	2,520,827	1,159,850	2,211,352	1,592,173
Stock options(3)	1,850,000	-	2,300,000	328,500
Share awards(4)	583,334	268,334	-	-
Total(5)		**1,427,914**		**1,920,673**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

Dr. Priya Marajh, PhD

Port of Spain, Trinidad

Age: 42

Director since July 11, 2022

Independent director

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.

2024 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	8/8	100
Compensation and Governance Committee		Member	1/1	100
Health, Safety, Social and Environmental ("**HSSE**") Committee		Member	4/4	100
Equity Holdings(1)	**2024**		**2023**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	71,913	33,080	-	-
Stock options(3)	230,000	-	230,000	-
Total(5)		**33,080**		-
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

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

Calgary, Alberta, Canada

Age: 66

Director since October 24, 2012

Independent director

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.

2024 Board and Committee Participation	**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors	Member	8/8	100
Audit Committee	Member	4/4	100
Compensation and Governance Committee	Chair	1/1	100

Equity Holdings(1)	**2024**		**2023**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	955,575	439,565	787,119	566,726
Stock options(3)	570,000	-	702,500	99,125
Total(5)		**439,565**		**665,851**

Other Public Board Directorships	**Committee Positions**
Alvopetro Energy Ltd.	Chair of the Compensation Committee Audit Committee

Peter Nicol

London, United Kingdom

Age: 68

Director since June 26, 2017

Independent director

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, Chair of the Audit Committee and member of the Compensation Committee 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 Chair of the Remuneration Committee of AIM quoted Deltic Energy Plc. He also serves as a director of Thorogood Associates Ltd. and was formerly a director of ERC Equipoise Limited, 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 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.

2024 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/8	88
Audit Committee		Member	4/4	100
Reserves Committee		Chair	1/1	100
Equity Holdings[1]	**2024**		**2023**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares[2]	556,488	255,984	520,532	374,783
Stock options[3]	530,000	-	530,000	31,800
Total[5]		**255,984**		**406,583**

Other Public Board Directorships	**Committee Positions**
Eco (Atlantic) Oil and Gas Ltd.	Chair of the Board Chair of the Audit Committee Compensation Committee
Deltic Energy Plc	Chair of the Audit Committee Chair of the Remuneration Committee

Beverley Smith

Ascot, United Kingdom

Age: 59

Director since December 22, 2020

Independent director

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 Ltd, 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.

2024 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	7/8	88
HSSE Committee		Chair	4/4	100
Reserves Committee		Member	1/1	100
Equity Holdings[1]	**2024**		**2023**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares[2]	97,482	44,842	61,526	44,299
Stock options[3]	387,500	-	387,500	-
Total[5]		**44,842**		**44,299**
Other Public Board Directorships		**Committee Positions**		
Rex International Holdings Ltd		n/a		

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

Calgary, Alberta, Canada

Age: 71

Director since October 4, 2017

Independent director

Mr. Smith is a designated accountant with over thirty-nine years of public accountancy 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.

2024 Board and Committee Participation		**Position**	**Meetings**	**Attendance** *(%)*
Board of Directors		Member	8/8	100
Audit Committee		Chair	4/4	100
Reserves Committee		Member	1/1	100
Equity Holdings(1)	**2024**		**2023**	
	Number	**Value** *($)*	**Number**	**Value** *($)*
Common shares(2)	771,489	354,885	689,698	496,583
Stock options(3)	412,500	-	458,335	11,000
Total(5)		**354,885**		**507,583**
Other Public Board Directorships		**Committee Positions**		
n/a		n/a		

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:

(a) while that person was acting in that capacity, 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 one (1) 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. Kenneth R. McKinnon was a director of Lightstream Resources Ltd. ("**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., 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.

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 whether 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, a director 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 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 peer group members used in our 2024 compensation analysis, 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.

In June 2023, our Compensation Committee engaged Hugessen Consulting Inc. ("**Hugessen**") to conduct a review of our independent director and executive officer compensation plans for the 2024 financial year, as well as a review of our peer group of external companies for compensation benchmarking purposes. Total fees of $29,000 were paid to Hugessen in connection with this work. No fees were paid to compensation consultants in 2024.

Following a review of the Company's 2024 director compensation program - which included an assessment of our external compensation peer group and recommendations from Hugessen - our Compensation Committee recommended, and the Board approved, a change to the long-term incentive structure for independent directors. Specifically, beginning in 2024, DSUs will be awarded in lieu of stock options. Previously, long-term incentive compensation varied based on committee participation. For 2024, the Compensation Committee determined that equal compensation for all Board members is appropriate, recognizing the collective contributions across committees and broader Board responsibilities. Accordingly, the Board approved a reduction in long-term incentive compensation related to committee participation and a $5,000 increase to the annual retainer for each independent director for the 2024 financial year.

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. The following table sets forth our cash compensation plan for our independent directors for the years ended December 31, 2024 and 2023.

Position	Annual 2024 retainer *($)*	Annual 2023 retainer *($)*	Percentage change *(%)*
Chair of the Board	85,000	80,000	6
Independent board member	65,000	60,000	8
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	-
Standing committee member	-	-	-
Board and committee meeting fees	-	-	-

Independent directors elect each year to receive their annual retainers in cash and/or be awarded in cash-settled deferred share units ("**DSUs**") under the Company's deferred share unit compensation plan ("**DSU Plan**") described below. Each director makes the election late in the year, subject to blackout periods being in effect, for effect the following year. The default, if an individual director makes no election each year, is 100 percent cash for the annual retainer in the following year.

Long-term Incentive Compensation

On May 11, 2023, our Compensation Committee recommended, and our Board approved, the DSU Plan to be used as a component of our independent director long-term incentive compensation. Under the DSU plan, any issued DSUs to independent directors fully vest on the grant date and are only available for redemption when the director ceases to be a member of the Board. Awards are settled in cash as determined by the value of the notional common shares underlying the awards on the payment date and may be adjusted based on dividend equivalents from the grant date at the discretion of the Board. Our Board believes that the DSU plan reinforces long-term thinking, reduces unnecessary risk taking and aligns director compensation with the interests of our shareholders. The DSU Plan is described in Appendix "B" attached to this Information Circular.

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 share-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**"). 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. The Omnibus Plan and Legacy Stock Option Plan are each described in Appendix "C" and Appendix "D" attached to this Information Circular, respectively.

Independent directors are eligible to receive long-term incentive compensation in the form of awards issued under our Omnibus Plan and participation in our DSU Plan. The number of annual awards granted pursuant to our share-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.

Long-term remuneration in the form of cash-settled DSUs were awarded to our independent directors in 2024 as set forth in the following table.

Position	Target 2024 long-term incentive grant (DSUs) *($)*	Number of DSUs granted in 2024
Chair of the Board	85,000	141,667
Independent board member	65,000	108,333
Audit Committee Chair	14,500	24,167
Compensation and Governance Committee Chair	14,500	24,167
HSSE Committee Chair	8,700	14,500
Reserves Committee Chair	8,700	14,500
Standing committee member	-	-

The number of DSUs awarded in 2024 were based on the Board approved target values by position, divided by the volume weighted average trading price ("**VWAP**") per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the July 12, 2024 grant date, being $0.60.

Employee Share Ownership Plan

Touchstone offers an Employee Share Ownership Plan (the "**ESOP**") for our directors, executive officers and Canadian-based employees. While the ESOP is not a core component of our compensation plan, it provides an opportunity for eligible participants to acquire common shares and benefit from the Company's long-term growth in value. Independent directors are eligible to participate in the ESOP, with Touchstone matching their contributions dollar-for-dollar, up to a maximum of $10,000 annually. Historically, independent directors' ESOP purchases have taken place following the initial bi-annual cash retainer payment on June 30 each year.

Directors' Summary Compensation Table

The following table presents the total compensation paid to our independent directors during the year ended December 31, 2024. 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(5)	65,000	65,000	-	19,186	149,186

Director	Fees earned[1] *($)*	Share-based awards[2] *($)*	Option-based awards[3] *($)*	All other compensation[4] *($)*	Total compensation *($)*
Dr. Priya Marajh	65,000	65,000	-	10,000	140,000
Kenneth R. McKinnon	70,000	79,500	-	10,370	159,870
Peter Nicol	67,500	73,700	-	10,000	151,200
Beverley Smith	67,500	73,700	-	10,000	151,200
Stanley T. Smith	70,000	79,500	-	11,634	161,134
Dr. Harrie Vredenburg[5]	65,000	65,000	-	10,000	140,000
John D. Wright[6]	85,000	85,000	-	10,000	180,000

Notes:
1. Director fees earned represent Board and committee member annual cash retainers paid in June and December 2024.
2. Share-based awards consist of DSUs granted during the year pursuant to the DSU Plan. The grant date fair value of DSUs was $0.60, being the VWAP per common share on the TSX for the five consecutive trading days immediately preceding the grant date of July 12, 2024 as per the terms of the DSU Plan. It is the same methodology used by the Company to determine the accounting fair value of the DSUs in accordance with IFRS 2 - *Share-based Payments* ("**IFRS 2**").
3. Directors were not granted option-based awards in the 2024 financial year.
4. This column primarily 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.
5. Ms. Alfandary and Dr. Vredenburg are not seeking re-election to the Board and will retire following the Meeting.
6. Mr. Wright retired as a director and Chair of the Board effective April 8, 2025.

Directors' Outstanding Long-term Incentive Plan Awards

The following table sets forth share-based awards outstanding as of December 31, 2024 for each of our independent directors. No share-based awards were granted to our independent directors prior to the 2024 financial year.

	Share-based Awards[1]		
Director	**Number of common shares or units of common shares that have not vested**	**Market or payout value of share-based awards that have not vested** *($)*	**Market or payout value of vested share-based awards not paid out or distributed[2]** *($)*
Jenny Alfandary[3]	-	-	49,833
Dr. Priya Marajh	-	-	49,833
Kenneth R. McKinnon	-	-	60,950
Peter Nicol	-	-	56,503
Beverley Smith	-	-	56,503
Stanley T. Smith	-	-	60,950
Dr. Harrie Vredenburg[3]	-	-	49,833
John D. Wright[4]	-	-	65,167

Notes:
1. Share-based awards solely represent cash-settled DSUs awarded on July 12, 2024 pursuant to the DSU Plan.
2. Calculated by multiplying the number of DSUs that were vested but not paid out or distributed as of December 31, 2024 by the closing price of the Company's common shares on the TSX on December 31, 2024 of $0.46.
3. Ms. Alfandary and Dr. Vredenburg are not seeking re-election to the Board and will retire following the Meeting.
4. Mr. Wright retired as a director and Chair of the Board effective April 8, 2025.

The following table sets forth option-based awards (stock options) outstanding as of December 31, 2024 for each of our independent directors. No stock options were granted to our independent directors during the year ended December 31, 2024.

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[3]	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 6, 2020 May 25, 2021 April 8, 2022 September 18, 2023	142,500 142,500 142,500 142,500	0.48 1.73 1.43 1.15	April 6, 2025[4] May 25, 2026 April 8, 2027 September 18, 2028	- - - -
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[4] May 25, 2026 April 8, 2027 September 18, 2028	- - - -
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	May 25, 2021 April 8, 2022 September 18, 2023	137,500 137,500 137,500	1.73 1.43 1.15	May 25, 2026 April 8, 2027 September 18, 2028	- - -
Dr. Harrie Vredenburg[3]	April 6, 2020 May 25, 2021 April 8, 2022 September 18, 2023	115,000 117,500 117,500 115,000	0.48 1.73 1.43 1.15	April 6, 2025[4] May 25, 2026 April 8, 2027 September 18, 2028	- - - -
John D. Wright[5]	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 thereafter, option-based awards consist of stock options granted pursuant to the Omnibus Plan. Both plans are each described in Appendix "C" and Appendix "D" attached hereto.
2. The value of unexercised in-the-money stock options represents the number of common shares payable on settlement of outstanding vested and unvested stock options held by each director nominee, 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, 2024 of $0.46. As of December 31, 2024, there were no outstanding in-the-money stock options.
3. Ms. Alfandary and Dr. Vredenburg are not seeking re-election to the Board and will retire following the Meeting.
4. As of the date hereof, the options that were set to expire on April 6, 2025 have been extended based on a self-imposed blackout period in accordance with the Legacy Stock Option Plan.
5. Mr. Wright retired as a director and Chair of the Board effective April 8, 2025.

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 VWAP per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date. During the 2024 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 2024

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, 2024. 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[3]	65,000	-
Dr. Priya Marajh	65,000	-
Kenneth R. McKinnon	79,500	-
Peter Nicol	73,700	-
Beverley Smith	73,700	-
Stanley T. Smith	79,500	-
Dr. Harrie Vredenburg[3]	65,000	-
John D. Wright[4]	85,000	-

Notes:
1. Calculated based on the closing price of the Company's common shares on the TSX on the respective DSU vesting dates multiplied by the number of DSUs vesting on such dates. All DSUs vest on the grant date.
2. This column represents the number of in-the-money stock options held by each individual that vested in 2024 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. If the exercise price is greater than the market price, the options are out of the money and assigned no value.
3. Ms. Alfandary and Dr. Vredenburg are not seeking re-election to the Board and will retire following the Meeting.
4. Mr. Wright retired as a director and Chair of the Board effective April 8, 2025.

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, 2024.

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
Kenneth R. McKinnon	May 24, 2024	132,500	49,025	132,500	-
Stanley T. Smith	May 16, 2024	45,835	5,042	45,835	-
Dr. Harrie Vredenburg[2]	May 28, 2024	115,000	37,950	115,000	-

Notes:
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 stock option exercise price.
2. Dr. Vredenburg did not stand for re-election to the Board in 2025 and will retire following the Meeting.

2025 Directors' Compensation

There were no significant changes to any elements of our 2025 director's compensation plan approved by the Compensation Committee and Board in February and March 2025, respectively.

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 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 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, administration, 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. Ms. Alfandary is not seeking re-election and will retire following the Meeting. Following the Meeting, the Board will update the composition of the Compensation Committee in accordance with its mandate.

All current and expected 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. For the biography of each member seeking re-election of the Meeting, see 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 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 mitigated 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.
- A significant portion of executive officer compensation is at risk (and is therefore not guaranteed) and is variable year-over-year.
- 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 balanced set of corporate performance goals are used to assess overall corporate results and is the primary factor in determining annual incentive bonuses for executive officers.
- 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.
- 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.
- Weighting our long-term incentive compensation towards share ownership and vesting our long-term incentive compensation over a number of years.
- Awarding long-term incentive compensation in the form of performance-based awards which, through the payout multiplier, provide a direct link between corporate performance and the level of payout received. If threshold performance is not met, the payout multiplier will be zero and no payouts will be made under the performance-based awards.
- Stock options and time-based awards awarded under our Omnibus Plan are designed to motivate long-term performance, as stock options and RSUs vest over three-year periods. 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 long-term incentive award 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.

- 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 and 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, 2024 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 Requirements

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, 2024 were Paul R. Baay, our President, CEO and director; Scott Budau, our CFO; Brian Hollingshead, our Executive Vice President ("**EVP**"), Engineering and Business Development and James Shipka, our EVP, Asset Development and Health, Safety and Environment ("**HSE**").

External Compensation Peer Group

To ensure market competitiveness, the Compensation Committee considers compensation data from internationally focused oil and natural gas companies that are generally comparable in size, scope, and complexity, and that reflect the market in which we compete for executive talent. Given the nature of our business strategy and international operations, the peer group may vary from year to year. The composition of the external compensation peer group is reviewed annually by the Compensation Committee and the Board to ensure its continued relevance to Touchstone's business. In determining the peer group, the Committee evaluates a range of factors, including operational and geographical focus, stock exchange listing, market capitalization, enterprise value, total revenue, total assets, annual cash flow from operations, capital expenditures, and average daily production of petroleum and natural gas.

The following table reflects the composition of our external compensation peer group for the 2024 financial year.

Company	Area(s) of operation	Public listing(s)
Africa Oil Corp.	Namibia, South Africa, Equatorial Guinea, Nigeria	TSX
Alvopetro Energy Ltd.	Brazil, Canada	TSXV
Bonterra Energy Corp.	Canada	TSX
Canacol Energy Ltd.	Colombia	BVC, TSX
Gear Energy Ltd.	Canada	TSX
Gran Tierra Energy Inc.	Colombia, Ecuador, Canada	TSX, LSE, NYSE
InPlay Oil Corp.	Canada	TSX
PetroTal Corp.	Peru	AIM, TSXV
Tenaz Energy Corp.	Canada, Netherlands	TSX
VAALCO Energy Inc.	Gabon, Côte d'Ivoire, Equatorial Guinea, Egypt, Canada	NYSE
Yangarra Resources Ltd.	Canada	TSX

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, as well as a review of our peer group of external companies for compensation benchmarking purposes (refer to the "*Directors' Compensation - General* " subheading for further information).

While the Compensation Committee relies 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 program is designed to align with our overall compensation philosophy, balancing fixed and variable components to support both short and long-term corporate objectives. The program consists of three core elements: base salary, short-term incentives (annual performance bonuses), and long-term incentives.

Short-term and long-term incentives are variable components and are structured to encourage strong performance in the near term while promoting sustained value creation over the long term. Long-term incentives currently consist of stock options, RSUs and PSUs granted under our Omnibus Incentive Plan. The Board believes these long-term incentives align the interests of our executive officers with those of shareholders and support the retention of key leadership 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 salaries**	Cash	Annual	• Individual performance and experience • Roles and responsibilities • Market benchmarking
At risk	**Short-term incentive**	Cash	Annual	• Corporate and individual performance-based • Corporate performance based on annual goals measured and approved by the Board • Payout range is between 0% and 150% of target incentive based on assessment 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
		Cash or common share-settled RSUs	• Vests one third each year over three years • Expires three years after grant with a forced payout each vesting	• Realized value based on common share price performance • Settled in cash, through the issuance of common shares from treasury, or a combination thereof at the sole discretion of the Board

	Element	Award	Time frame	Program determinants
At risk	**Long-term incentives**	Cash or common share-settled PSUs	• Cliff vesting after three- year period with a forced payout	• Realized value is determined by the Board in its assessment of the performance of the Company for the applicable vesting period based on predetermined performance measures • Upon the assessment of performance measures, the Board shall determine the applicable payout multiplier, which shall be between zero times and not more than 1.75 times • Settled in cash, through the issuance of common shares from treasury, or a combination thereof at the sole discretion of the Board

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, experience and scope of responsibilities.

Historically we have encouraged an executive compensation philosophy where a significant component of compensation is variable, and executive officer base salaries are targeted within a competitive range of the market 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 short-term variable incentive compensation paid 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 variable 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 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 CEO. The goals are determined by the Board to be key annual performance requirements for Touchstone and include financial, operational, environmental and safety performance measures. Corporate performance targets are assigned threshold, target, and stretch values, where the stretch target is considered exceptional performance. 100 percent target payouts are set to generally align with budget and guidance. The individual component of the incentive bonus program, if any, is based on performance and results related to individual goals that support the achievement of annual corporate objectives and initiatives.

On an annual basis, the Compensation Committee and Board approve annual target bonuses which vary by executive level, and incentive bonus payouts are capped based on a percentage of the executive officer's salary as disclosed under the subheading "*2024 Compensation - Annual Incentive Bonuses*" hereafter.

The overall corporate performance is the primary factor considered by the Compensation Committee in establishing annual bonuses; however, the Compensation Committee may consider other factors such as personal performance and overall market conditions in awarding a specific bonus to an executive officer provided the bonus is in alignment with the established target levels and maximum bonus levels.

Long-term Incentive Compensation

The Compensation Committee awards long-term incentives 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. Both plans are each described in Appendix "C" and Appendix "D" attached to this Information Circular. This element of compensation is at risk and is not guaranteed.

As of 2024, with the introduction of the Omnibus Plan, our long-term incentive compensation plan for employees and executive officers includes time-based awards in the form of stock options and RSUs, and performance-based awards in the form of PSUs. Annual grants of long-term incentive awards are 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. Previous grants are taken into account when considering new grants.

The number of equity-based awards granted are determined based on grant date fair value as well as the dilutive impact on our shareholders and the number of common shares available for issuance under our equity compensation plans. The Legacy Stock Option Plan and the Omnibus Plan each provide for the issuance of equity-based awards up to a maximum of ten percent (10%) of our issued and outstanding common shares, provided that the total number of common shares issuable under all of our outstanding equity-based compensation arrangements shall not exceed ten percent (10%) of our common shares outstanding at any time.

Time-based awards 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. Stock options issued pursuant to our Legacy Stock Option and Omnibus Plans vest one third on each of the next three anniversaries of the grant date as recipients render continuous service to the Company and expire five years from the date of the grant. Under both plans, the exercise price of each stock option is measured as the VWAP per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date. RSUs issued under our Omnibus Plan vest on each of the next three anniversaries of the grant date as recipients render continuous service to the Company. Upon vesting, the notional common shares underlying the RSUs may be settled in cash, through the issuance of common shares from treasury, or by a combination of such methods at the sole discretion of the Board.

Performance-based awards provide a direct link between corporate performance and the level of payout received. The Compensation Committee believes that pay for performance orientation of performance-based awards is aligned with shareholder interests. PSUs awarded under our Omnibus Plan cliff vest over a three-year period. Payout multipliers range from zero times to 1.75 times and are applied to the original PSU awards granted on vesting and is dependent on the performance of the Company relative to predefined corporate performance measures set by the Board over the vesting period. If threshold performance is not met, the payout multiplier will be zero and no payouts will be made under the PSU awards. Upon vesting, the notional common shares underlying the PSUs may be settled in cash, through the issuance of common shares from treasury, or by a combination thereof at the sole discretion of the Board.

ESOP

All permanent full-time Canadian-based employees may contribute from three percent to five percent of their gross annual salary to the ESOP, with Touchstone matching the contribution initially on a 100 percent basis and thereafter on a pre-defined basis. Touchstone's matching contribution increases after 24 months of the employee's participation in the ESOP to 150 percent and after sixty 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 $6,000 per annum per executive officer pursuant to health spending accounts established for each executive officer.

Compensation Review Process

Our President and CEO evaluates the leadership and overall performance of each executive officer. 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 corporate 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 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 base 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.

2024 Compensation

With respect to 2024 compensation, in addition to informal meetings, our Compensation Committee held one formal meeting in February 2024 to determine our 2024 external compensation peer group, 2024 corporate targets, and to review executive officer base salaries and long-term incentive compensation for the 2024 financial year. Their recommendations regarding 2024 compensation was approved by the Board in March 2024. The Compensation Committee also held two formal meetings in February 2025 with respect to total compensation of our executive officers relating to their performance and the performance of the Company for the 2024 financial year.

Base Salaries

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, the Compensation Committee determined that there should be no changes to executive officers' base salaries in the 2024 financial year. Mr. Hollingshead was appointed to EVP, Engineering and Business Development effective May 15, 2024 and received a corresponding base salary increase. The following table summarizes annual base salaries for the Company's executive officers for the financial years ended December 31, 2024 and 2023.

Executive officer	2024 Base salary *($)*	2023 Base salary *($)*	Percentage change *(%)*
Paul R. Baay[(1)]	500,000	500,000	-
Scott Budau[(1)]	320,000	320,000	-
Brian Hollingshead[(2)]	260,000	210,000	24
James Shipka	320,000	320,000	-

Notes:
1. 2023 base salaries were effective March 1, 2023. Mr. Baay and Mr. Budau were paid $482,500 and $311,667 during the 2023 financial year, respectively.
2. Mr. Hollingshead's base salary was increased upon his appointment to EVP effective May 15, 2024. Mr. Hollingshead was paid $241,250 during the 2024 financial year.

Annual Incentive Bonuses

In February 2024, the Compensation Committee maintained the maximum and target annual incentive bonuses at 100 percent for the President and CEO and 75 percent for the other executive officers, with specific individual and corporate performance weightings reflected in the table below. The minimum payout under our plan remains zero percent for failing to meet minimally acceptable threshold performance goals. Threshold performance goals are paid out at 50 percent, target performance goals are paid out at 100 percent, while stretch performance goals are paid out at 150 percent of the relevant weighting.

Executive officer	Performance weighting *(%)*		Minimum incentive bonus *(% of base salary)*	Maximum and target incentive bonus *(% of base salary)*
	Corporate	Individual		
President and CEO	100	-	Nil	100
CFO	75	25	Nil	75
EVP	75	25	Nil	75

For 2024 short-term incentive compensation, Company performance goals for 2024 were approved by the Compensation Committee and the Board in February and March 2024, respectively. In February 2025, the Compensation Committee reviewed 2024 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	25.0	Not met	Annual reserve additions, finding and development costs and recycle ratio targets were below threshold.	-
Safety	7.5	Stretch	Achieved a lost time recordable injury frequency rate of less than 0.3.	11.25
Liquidity	5.0	Not met	Net debt to annual funds flow from operations target was below threshold.	-

Short-term incentive plan performance indicators	Weighting *(%)*	Year-end result	Performance results	Payout *(% of target)*
Financial performance	5.0	Not met	Did not achieve threshold annual funds flow from operations target.	-
Environmental	5.0	Not met	Reported three minor environmental spills, above the threshold target of less than two.	-
Operations (production)	22.5	Not met	Annual average and exit 2024 production were below threshold targets.	-
Capital expenditures	10.0	Target	Achieved budget versus actual capital expenditures targets.	10.00
Discretionary	20.0	Threshold		10.00
Payout	**100**			**31.25**

Our executive officers achieved a payout ratio of 21.25 percent of the established 2024 targets, with one indicator reaching stretch status and one reaching target status, while failing to reach threshold targets on five indicators. After consideration of completing various initiatives in 2024 including extending and tying in the Cascadura C location to the Cascadura natural gas facility, the Compensation Committee exercised its discretion and awarded a ten percent additional payout to achieve an aggregate payout ratio of 31.25 percent. Based on this performance payout and considering individual performance, the aggregate 2024 executive officer annual incentive compensation was approximately $364,000.

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 2024 financial year.

The following table sets forth short-term annual incentive compensation approved by the Compensation Committee and Board for our executive officers relating to the 2024 and 2023 financial years, which were approved and paid in February of the subsequent year.

Executive officer	2024 Annual incentive bonus *($)*	Percentage of 2024 base salary *(%)*	2023 Annual incentive bonus *($)*	Percentage of 2023 base salary *(%)*
Paul R. Baay	156,250	31	140,000	28
Scott Budau	81,407	25	94,000	29
Brian Hollingshead	66,526	26	78,000	37
James Shipka	59,407	19	78,000	24

Long-term Incentive Compensation

Our only form of executive officer and employee long-term compensation is our Omnibus Plan, which replaced our Legacy Stock Option Plan in June of 2023. The number of annual awards granted pursuant to our Omnibus Plan 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.

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 fifty percent (50%) RSUs and fifty percent (50%) PSUs to our executive officers in 2024 as noted in the following table. Stock options were the only component of long-term incentive compensation awarded to our executive officers during the year ended December 31, 2023.

Executive officer	RSUs granted in 2024		PSUs granted in 2024		Total share awards granted in 2024	
	Value *($)*	**Number**(1)	**Value** *($)*	**Number**(1)(2)	**Value** *($)*	**Percentage of 2024 salary paid** *(%)*
Paul R. Baay	175,000	291,667	175,000	291,667	350,000	70.0
Scott Budau	111,000	185,000	111,000	185,000	222,000	69.4
Brian Hollingshead	83,684	139,473	83,684	139,473	167,368	69.4
James Shipka	111,000	185,000	111,000	185,000	222,000	69.4

Notes:
1. The number of RSUs and PSUs awarded in 2024 were based on the approved target values per executive officer, divided by the VWAP per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the July 12, 2024 grant date, being $0.60.
2. Based on the notional common shares underlying the awards before any effect of the performance multiplier.

The RSUs granted to our executive officer's vest one third on each of the three anniversaries of the July 12, 2024 grant date and the number of share awards are fixed. The PSUs vest on July 12, 2027 and the number of share awards are variable. Each award may, in the Board's sole discretion, entitle the holder to be issued the number of common shares designated in the award, receive a payment in cash, or a by combination of such methods. If settled in cash, the plan participant will receive a cash payment based on the fair value of the underlying common shares on the applicable vesting date, where fair value is equal to the VWAP per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the payment date.

PSUs are subject to a performance multiplier. In February 2024, the Compensation Committee approved the performance measures and appropriate weightings listed in the table below for purposes of calculating the payout multiplier for PSUs granted in 2024 over the three-year vesting period.

2024 PSU targets(1)	**Weighting** *(%)*	**Threshold (50%)**	**Target (100%)**	**Stretch (175%)**
AIM total shareholder return(2) compared to the FTSE AIM All-Share Energy Index	20	<15% below median	Median	>20% above median
TSX absolute total shareholder return(2)	20	7.5%	10%	>12.5%
Annual funds flow from operations per share(3) growth	30	10%	15%	>20%
Annual earnings per share growth	30	7.5%	10%	>12.5%

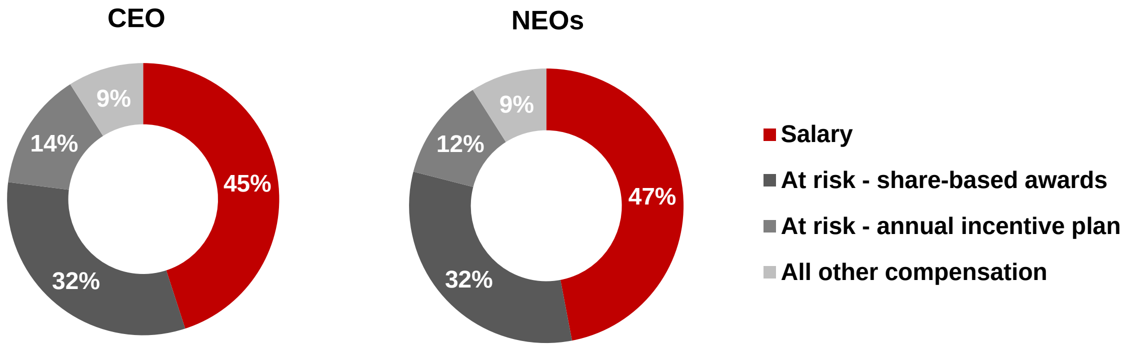
Notes:
1. All PSU targets are measured over a three-year period.
2. Total shareholder return is calculated as the change in the Company's common share price plus dividends declared over the three-year period, expressed either as an absolute return percentage. This metric provides an objective assessment of relative performance over the specified time period.
3. Funds flow from operations per share is a specified non-GAAP financial ratio. Refer to the subheading "*Advisories - Non-GAAP Financial Measures*" herein.

ESOP

Approximately $137,000 was contributed by Touchstone to match the contributions of our executive officers in 2024, which are disclosed under the subheading "*Executive Compensation - Executive Officer Summary Compensation Table*" under the column titled "*All other compensation*" hereunder.

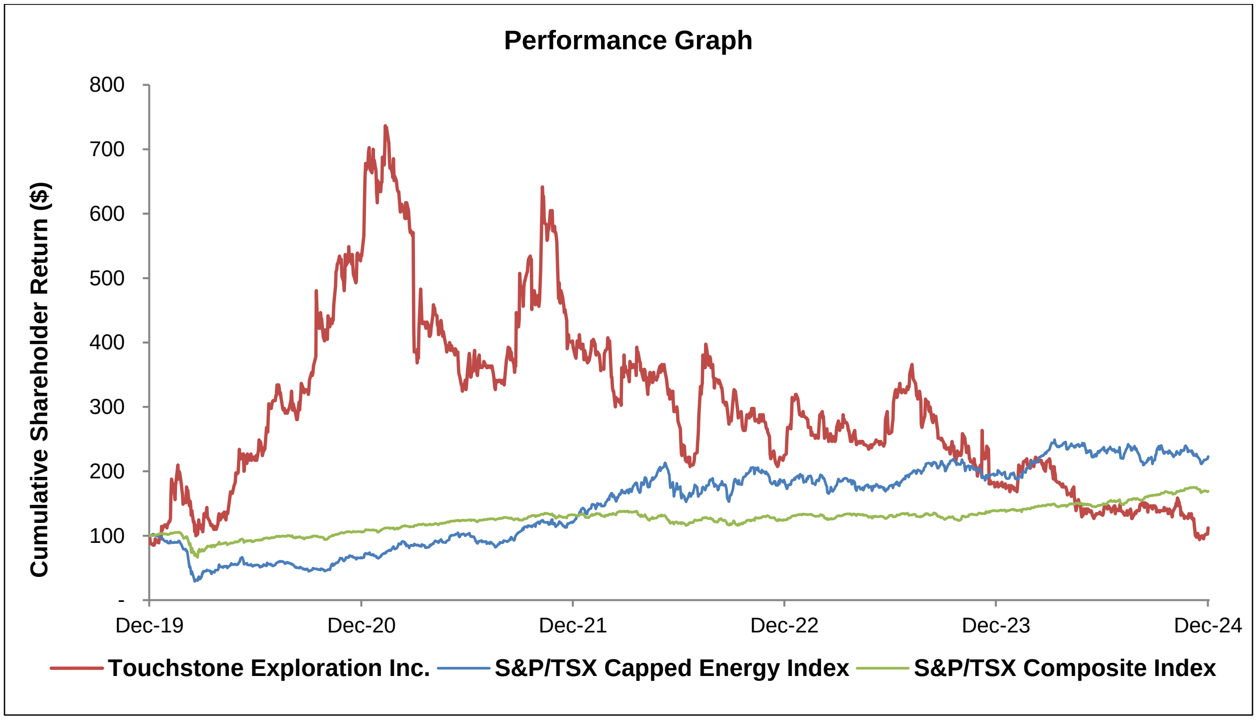
2024 Compensation Mix

The following graphs reflect the total 2024 compensation mix for our CEO and our four 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, 2019 to December 31, 2024. 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, 2019	100	100	100
December 31, 2020	534	65	106
December 31, 2021	393	121	132
December 31, 2022	224	186	124
December 31, 2023	176	194	139
December 31, 2024	112	223	169

Date	Touchstone Exploration Inc. *($)*	S&P/TSX Capped Energy Index *($)*	S&P/TSX Composite Index *($)*
Cumulative five-year return	12	123	69
Compound annual return	2	14	9

If $100 was invested in our common shares on December 31, 2019, it would have resulted in a cumulative shareholder return of 12 percent as of December 31, 2024. 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 123 percent and 69 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 incentive 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 Executive Officer Compensation Measures

The following table sets forth the aggregate compensation expense for our executive officers 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 petroleum and natural gas sales *(%)*	Market capitalization[(3)] *($000's)*	NEO total compensation as a percentage of market capitalization *(%)*
2024	2,968	78,722	3.8	108,722	2.7
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

Notes:

1. See the "*Executive Compensation - Executive Officer Summary Compensation Table*" subheading herein. The total NEO compensation includes base salaries, annual incentive bonuses, the value of share-based and option-based awards and all other compensation. For the 2023 year and prior, Mr. Hollingshead's total compensation was excluded as he was not an NEO.
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 (2024 - 1.3698, 2023 - 1.3497, 2022 - 1.3013, 2021 - 1.2535 and 2020 - 1.3415).
3. Market capitalization is a specified non-GAAP measure that is equal to the product of the Company's closing common share price on the TSX and the Company's common shares outstanding on December 31 (or the last calendar day of trading) of the applicable year. Refer to the subheading "*Advisories - Non-GAAP Financial Measures*" herein.

Aside from the addition of an executive officer in 2024, over the past three years, the change in our executive officer compensation was primarily attributed to decreased long-term incentive plan compensation, driven by a decrease in the price of our common shares over the same period. Total executive officer compensation relative to petroleum and natural gas sales has generally decreased over the last five years. 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 has aligned with the decrease in shareholder value.

Executive Officer Profiles

Paul R. Baay, ICD.D

Calgary, Alberta, Canada

President, CEO and director since May 13, 2014

Compensation	2024	2023	Percentage change *(%)*
Salary	500,000	482,500	4
At risk - share-based awards	350,000	-	n/a
At risk - option-based awards	-	277,283	(100)
At risk - annual incentive plan	156,250	140,000	12
All other compensation	104,505	86,809	20
Total	**1,110,755**	**986,592**	**13**

2024 Compensation Mix

Equity Holdings	2024	2023	Percentage change *(%)*
Number of common shares held	2,520,827	2,211,352	14
Number of vested in-the-money stock options held	-	900,000	(100)
Number of vested share awards held	-	-	-
Total	**2,250,827**	**3,111,352**	**(19)**
Met share ownership guideline	**Yes**	**Yes**	

Scott Budau, CPA, CA

Calgary, Alberta, Canada

Chief Financial Officer since May 13, 2014

Compensation	2024	2023	Percentage change *(%)*
Salary	320,000	311,667	3
At risk - share-based awards	222,000	-	n/a
At risk - option-based awards	-	177,461	(100)
At risk - annual incentive plan	81,407	94,000	(13)
All other compensation	56,244	55,095	2
Total	**679,651**	**638,223**	**6**

2024 Compensation Mix

Equity Holdings	2024	2023	Percentage change *(%)*
Number of common shares held	1,026,255	803,455	28
Number of vested in-the-money stock options held	-	600,000	(100)
Number of vested share awards held	-	-	-
Total	**1,026,255**	**1,403,455**	**(27)**
Met share ownership guideline	**Yes**	**Yes**	

Brian Hollingshead, P.Eng., MBA

Calgary, Alberta, Canada

Executive Vice President, Engineering and Business Development since May 15, 2024

Compensation	2024	2023	Percentage change *(%)*
Salary	241,250	210,000	15
At risk - share-based awards	167,368	-	n/a
At risk - option-based awards	-	93,167	(100)
At risk - annual incentive plan	66,526	78,000	(15)
All other compensation	44,344	37,261	19
Total	**519,488**	**418,428**	**24**

2024 Compensation Mix

Equity Holdings	2024	2023	Percentage change *(%)*
Number of common shares held	273,806	171,213	60
Number of vested in-the-money stock options held	-	203,000	(100)
Number of vested share awards held	-	-	-
Total	**273,806**	**374,213**	**(17)**
Met share ownership guideline	**Yes**	**n/a**	

James Shipka

Calgary, Alberta, Canada

Executive Vice President, Asset Development and Health, Safety and Environment since May 15, 2024

Formerly the Company's Chief Operating Officer from August 2014 to May 14, 2024

Compensation	**2024**	**2023**	**Percentage change** *(%)*
Salary	320,000	320,000	-
At risk - share-based awards	222,000	-	n/a
At risk - option-based awards	-	177,461	(100)
At risk - annual incentive plan	59,407	78,000	(24)
All other compensation	56,536	58,024	(3)
Total	**657,943**	**633,485**	**4**

2024 Compensation Mix

Equity Holdings	**2024**	**2023**	**Percentage change** *(%)*
Number of common shares held	1,012,184	936,834	8
Number of vested in-the-money stock options held	-	600,000	(100)
Number of vested share awards held	-	-	-
Total	**1,012,184**	**1,536,834**	**(34)**
Met share ownership guideline	**Yes**	**Yes**	

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	2024	500,000	350,000	-	156,250	104,505	1,110,755
	2023	482,500	-	277,283	140,000	86,809	986,592
	2022	395,000	-	337,475	187,000	73,123	992,598
Scott Budau CFO	2024	320,000	222,000	-	81,407	56,244	679,651
	2023	311,667	-	177,461	94,000	55,095	638,223
	2022	270,000	-	224,983	130,000	51,289	676,272
Brian Hollingshead[7] EVP	2024	241,250	167,368	-	66,526	44,344	519,488
	2023	210,000	-	93,167	78,000	37,261	418,428
	2022	180,000	-	107,992	77,000	24,844	389,836
James Shipka EVP	2024	320,000	222,000	-	59,407	56,536	657,943
	2023	320,000	-	177,461	78,000	58,024	633,485
	2022	320,000	-	224,983	130,000	56,452	731,435

Notes:

1. This column reflects base salary paid to the executive officer during the financial year. In 2023, increased base salary amounts for our CEO and CFO were effective March 1, 2023.
2. Share-based awards consist of cash or share-settled RSUs and PSUs granted during the year pursuant to the Omnibus Plan. The fair value of the RSUs and PSUs granted in 2024 were $0.60, being the VWAP per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the July 12, 2024 grant date. It is the same methodology used by the Company to determine the accounting fair value of the share awards in accordance with IFRS 2. This calculation assumes a PSU payout multiplier of one times. The actual value realized pursuant to PSUs may be greater or less than the indicated value.
3. Option-based awards consist of stock options granted pursuant to the Omnibus Plan and the Legacy Stock Option Plan. Executive officers were not granted option-based awards during the year ended December 31, 2024. 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.

Assumptions	Grant date	
	April 8, 2022 (Legacy Stock Option Plan)	**September 18, 2023** (Omnibus Plan)
Strike price *($)*	1.43	1.15
Weighted average risk-free interest rate *(%)*	2.5	4.5
Expected life *(years)*	2.0 - 4.0	2.0 - 4.0
Weighted average expected volatility *(%)*	80.0	69.0
Expected annual dividend yield *(%)*	-	-
Weighted average fair value per stock option *($)*	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 this column 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 $6,000 per annum while Canadian-based employees received $3,500 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.
7. Mr. Hollingshead was appointed as Executive Vice President, Engineering and Business Development effective May 15, 2024. Upon this appointment, Mr. Hollingshead's base salary increased to $260,000.

Executive Officer Outstanding Long-term Incentive Plan Awards

The following table sets forth share-based awards outstanding as of December 31, 2024 for each of our executive officers. No share-based awards were granted to our executive officers prior to the 2024 financial year.

Share-based Awards[(1)]				
Executive officer	**Number of common shares or units of common shares that have not vested**		**Market or payout value of share-based awards that have not vested[(2)]** *($)*	
	RSUs	**PSUs[(3)]**	**RSUs**	**PSUs[(3)]**
Paul R. Baay	291,667	291,667	134,167	134,167
Scott Budau	185,000	185,000	85,100	85,100
Brian Hollingshead	139,473	139,473	64,158	64,158
James Shipka	185,000	185,000	85,100	85,100

Notes:
1. Share-based awards represent RSUs and PSUs awarded pursuant to the Omnibus Plan. Each award may, in the Board's sole discretion, entitle the holder to be issued the number of common shares designated in the award, receive a payment in cash, or by a combination of such methods. As of December 31, 2024, no share-based awards were vested.
2. Based on multiplying the closing price of the Company's common shares on the TSX on December 31, 2024 of $0.46 by the number of RSUs and PSUs that were not vested as of December 31, 2024.
3. This calculation assumes a PSU payout multiplier of one times. The actual value realized pursuant to PSUs may be greater or less than the indicated value.

The following table sets forth option-based awards outstanding as of December 31, 2024 for each of our executive officers. No stock options were granted to our executive officers during the year ended December 31, 2024.

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 6, 2020	450,000	0.48	April 6, 2025[(3)]	-
	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, 2028	-
Scott Budau	April 6, 2020	300,000	0.48	April 6, 2025[(3)]	-
	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, 2028	-
Brian Hollingshead	April 6, 2020	98,000	0.48	April 6, 2025[(3)]	-
	May 25, 2021	144,000	1.73	May 25, 2026	-
	April 8, 2022	144,000	1.43	April 8, 2027	-
	September 18, 2023	168,000	1.15	September 18, 2028	-
James Shipka	April 6, 2020	300,000	0.48	April 6, 2025[(3)]	-
	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, 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 thereafter, option-based awards consist of stock options granted pursuant to the Omnibus Plan. Both plans are each described in Appendix "C" and Appendix "D" attached hereto.

Notes (continued):

2. The value of unexercised in-the-money stock options represents the number of common shares payable on settlement of outstanding vested and unvested stock options held by each executive officer, 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, 2024 of $0.46. As of December 31, 2024, there were no outstanding in-the-money stock options.
3. As of the date hereof, the options that were set to expire on April 6, 2025 have been extended based on a self-imposed blackout period in accordance with the Legacy Stock Option Plan.

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 VWAP per common share on the TSX for the five consecutive trading days ending on the last trading day preceding the grant date. During the 2024 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 Executive Officer's Equity-based Awards Vested During 2024

The following table sets forth, for each executive officer, the value of share-based awards and option-based awards which vested during the year ended December 31, 2024, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2024. Except as disclosed herein, no other executive officer was awarded any other non-equity incentive plan compensation during the year ended December 31, 2024.

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] *($)*
	RSUs	PSUs		
Paul R. Baay	-	-	-	156,250
Scott Budau	-	-	-	81,407
Brian Hollingshead	-	-	-	66,526
James Shipka	-	-	-	59,407

Notes:

1. No share-based awards vested in the 2024 year given the Company's initial share-based award grant occurred on July 12, 2024.
2. 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 2024 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. If the exercise price is greater than the market price, the options are out of the money and assigned no value.
3. Non-equity incentive plan compensation represents 2024 annual incentive bonuses paid in February 2025.

Value Realized from Stock Option Exercises During 2024

The following table sets forth, for each executive officer, the value realized from stock options exercised during the year ended December 31, 2024.

Executive officer	Date(s) 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	May 27, 28 & 30, 2024	450,000	142,484	205,500	244,500
Scott Budau	May 28 & 30, 2024	300,000	96,285	148,000	152,000
Brian Hollingshead	May 29, 2024	105,000	35,247	48,633	56,367
James Shipka	May 28, 2024	300,000	97,560	-	300,000

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 stock option exercise prices.

2025 Executive Compensation

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 2025. The following table compares the increased 2025 annual base salaries for the Company's executive officers approved by the Board effective March 1, 2025 to their corresponding 2024 annual base salaries.

Executive officer	2025 Base salary *($)*	2024 Base salary *($)*	Percentage change *(%)*
Paul R. Baay	500,000	500,000	-
Scott Budau	350,000	320,000	9
Brian Hollingshead	295,000	260,000	13
James Shipka	320,000	320,000	-

Other than disclosed above, there were no significant changes to any elements of 2025 executive officer compensation plan approved by the Compensation Committee and Board in February and March 2025, respectively.

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, Mr. Hollingshead 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. 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 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.

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 incremental compensation to be paid by the Company under the specified termination events.

Termination event	Executive officer	Incremental compensation
Termination with cause	All executive officers	All salary and outstanding vacation entitlements shall be paid up to the date of termination. Pursuant to the Legacy Stock Option Plan and Omnibus Plan, if the executive's employment is terminated by the Company with cause, all unvested awards would become void immediately on the termination date.
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 Brian Hollingshead 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. If the executive has been an executive of the Company for less than two years, their average annual bonus shall be the prior year bonus.
	All executive officers	Pursuant to the Legacy Stock Option Plan and Omnibus Plan, if the executive's employment is terminated by the Company without cause, or if the executive elects to terminate their employment, the executive may exercise vested stock options for up to thirty days (ninety days as per the Omnibus Plan) following the termination date or the expiration of the options, whichever occurs first. All unvested stock options would be forfeited on the termination date. Pursuant to the Omnibus Plan, if the executive's employment is terminated by the Company without cause, or if the executive elects to terminate their employment, all unvested RSUs and PSUs would be void on the termination date and vested RSUs and PSUs would be immediately settled. However, the Board, in its sole discretion, may modify the terms of the Omnibus Plan, including allowing all or a portion of unvested RSUs and PSUs to immediately vest and be settled.
Change of control with good reason[2]	All executive officers	All applicable incremental compensation is calculated as specified for termination without cause. Pursuant to the Legacy Stock Option Plan, in the event of a change in control of the Company, all unvested stock options for each executive shall vest and all issued and outstanding options will be immediately exercisable for up to the earlier of the expiry of the options or thirty days after the change of control. Pursuant to the Omnibus Plan, in the event of a change of control of the Company, the Board, in its sole discretion, may modify the terms of the Omnibus Plan, including allowing all outstanding awards to immediately vest.

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 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 or upon a change of control with good reason of December 31, 2024, pursuant to the terms and conditions of their respective Executive Agreements.

Executive officer	**Severance period** *(years)*	**Base salary component**[1] *($)*	**Annual incentive bonus component**[2] *($)*	**Share-based awards component**[3] *($)*		**Option-based awards component**[4][5] *($)*	**Total incremental compensation**[6] *($)*
				RSUs	**PSUs**		
Paul R. Baay	2.0	1,982,500	296,250	-	-	-	2,278,750
Scott Budau	1.5	480,000	131,555	-	-	-	611,555
Brian Hollingshead	1.5	390,000	66,526	-	-	-	456,526
James Shipka	1.5	480,000	103,055	-	-	-	583,055

Notes:

1. This figure is calculated by summing the average of Mr. Baay's salary paid in the preceding two (2) years and Mr. Baay's annual base salary on December 31, 2024, multiplied by two (2) times. For Messrs. Budau, Hollingshead and Shipka, this figure is calculated by multiplying the executive officer's annual base salary on December 31, 2024 by 1.5 times.
2. The figure is calculated by multiplying the average of the executive officer's past two (2) years of annual incentive bonuses by the applicable multiple set forth in their respective Executive Agreement. As of December 31, 2024, Mr. Hollingshead's bonus included the equivalent of his 2024 bonus multiplied by the applicable multiple set forth in his Executive Agreement, as he was an executive officer of the Company for less than two (2) years. The annual incentive bonuses for 2024 were not paid until February 2025. However, 2024 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, 2024 due to termination without cause or resignation for good reason upon a change of control.
3. As of December 31, 2024, no outstanding RSUs or PSUs were vested. Upon a hypothetical termination without cause or resignation for good reason upon a change in control, in accordance with the Omnibus Plan, the Board, in its sole discretion, may modify the terms of the Omnibus Plan, including allowing all or a portion of unvested RSUs and PSUs to immediately vest and be settled. This table assumes that the no outstanding RSUs and PSUs were deemed to immediately vest, given the RSUs were outstanding for less than six (6) months as of December 31, 2024, and the PSUs vest on July 12, 2027 based on three-year achievements of predetermined corporate targets.
4. As of December 31, 2024, there were no outstanding in-the-money stock options.
5. 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. Pursuant to the Omnibus Plan, in the event of a change of control of the Company, the Board, in its sole discretion, may modify the terms of the Omnibus Plan, including allowing all or a portion of outstanding stock options to immediately vest. Based on a hypothetical termination as of December 31, 2024 due to a change of control and based on the closing price of the Company's common shares on the TSX on December 31, 2024 of $0.46, the total incremental compensation including all issued stock options for each executive officer would be the same as disclosed in the table above as no outstanding stock options were in-the-money.
6. The table does not include vacation pay entitlements, as such amounts were considered immaterial as of December 31, 2024.

Other than as disclosed herein, Touchstone is not a party to any contract, agreement, plan or arrangement with its executive officers that provides for payments to executive officers 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 executive officer'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, 2024 to June 30, 2025 period was approximately $163,000.

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 executive officers and independent directors 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 with the policy.

In calculating ownership status, Touchstone includes the value of (i) common shares owned either directly or indirectly by the director or executive officer; (ii) in-the-money vested stock options held by the director or executive officer; and (iii) DSUs issued to an independent director. Determinations of the market value thereof are based on the closing trading price of the common shares on the TSX at the time of calculation.

In the event that the market value of common shares owned by an executive officer or independent director falls below the original purchase price actually paid by the individual for such common shares, the original purchase price may be used when calculating the individual's common share ownership. In the event that an individual who has achieved the target ownership level subsequently falls below such target ownership level due solely to a decline in the market price of our shares, such individual will be considered to be in compliance with the ownership guidelines as long as the adjusted cost base of their shares exceeds the target ownership level.

Through market purchases over time, most of our executive officers exceed the minimum ownership requirements. Our Board recognizes that our executive officers may want or need to sell common shares for personal financial planning and diversification reasons from time to time while still maintaining a strong level of ownership in Touchstone.

The following table sets forth the ownership requirements and aggregate common share, in-the-money stock options and DSU ownership values of our executive officers and independent directors as calculated on December 31, 2024.

Name	Ownership requirement (times annual base salary or retainer)	Minimum ownership value threshold[1] ($)	Fair market ownership value[2] ($)	Ownership value as a multiple of base salary or retainer	Guideline met or investment required to meet guideline
Executive officers[3]					
Paul R. Baay	5 times	2,500,000	2,691,235	5.4 times	✓
Scott Budau	3 times	960,000	1,205,131	3.8 times	✓
Brian Hollingshead	3 times	780,000	213,048	0.7 times	n/a[4]
James Shipka	3 times	960,000	1,171,704	3.7 times	✓
Independent directors					✓
Jenny Alfandary[5]	2 times	130,000	75,052	1.2 times	n/a[5]
Dr. Priya Marajh	2 times	130,000	82,913	1.3 times	n/a[6]
Kenneth R. McKinnon	2 times	140,000	500,515	7.2 times	✓
Peter Nicol	2 times	135,000	312,487	4.6 times	✓
Beverley Smith	2 times	135,000	101,345	1.5 times	n/a[7]
Stanley T. Smith	2 times	140,000	415,835	5.9 times	✓
Dr. Harrie Vredenburg[8]	2 times	130,000	344,105	5.3 times	✓
John D. Wright[9]	5 times	425,000	2,277,368	26.8 times	✓

Notes:
1. Represents the individual's ownership requirement multiplied by their respective annual base salary or retainer as of December 31, 2024.
2. The fair market ownership value equals the sum of the market value of common shares, the market value of the number of common shares payable on settlement of vested unexercised in-the-money stock options and the market value of DSUs held by each individual as of December 31, 2024. The market value of common shares represents the number held by each individual as of December 31, 2024, multiplied by the greater of the closing price of the common shares on the TSX on December 31, 2024 of $0.46 or the adjusted cost base of such common shares. The market 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, 2024, being $0.46. As of December 31, 2024, there were no outstanding in-the-money stock options. The market value of DSUs represents the number held by each independent director as of December 31, 2024, multiplied by the closing price of the Company's common shares on the TSX on December 31, 2024 of $0.46.
3. The market value of common shares held by our executive officers were calculated based on their respective adjusted cost base.
4. Mr. Hollingshead was appointed to an executive officer role effective May, 15, 2024 and has until May 15, 2028 to comply with the share ownership policy.
5. Ms. Alfandary is not seeking re-election to the Board and will retire following the Meeting. As of December 31, 2024, Ms. Alfandary had until July 11, 2026 to comply with the share ownership policy.
6. Dr. Marajh was appointed to the Board on July 11, 2022 and therefore has until July 11, 2026 to comply with the share ownership policy.
7. Ms. Smith was appointed to the Board on December 22, 2020 and has until December 31, 2025 to comply with the share ownership policy.
8. Dr. Vredenburg is not seeking re-election to the Board and will retire following the Meeting.
9. Mr. Wright retired as a director and Chair of the Board effective April 8, 2025.

Securities Authorized for Issuance Under Equity Compensation Plans

The Legacy Stock Option Plan and the Omnibus Plan each provide for the issuance of equity-based awards up to a maximum of ten percent (10%) of our issued and outstanding common shares, provided that the total number of common shares issuable under all of our outstanding equity-based compensation arrangements shall not exceed ten percent (10%) of our common shares outstanding at any time.

As of December 31, 2024, there were 236,460,661 common shares issued and outstanding. During the year ended December 31, 2024, 2,247,935 stock options were exercised by Company directors, officers, and employees.

The following table sets forth information in respect of securities authorized for issuance under our equity compensation plans as of December 31, 2024, being the Omnibus Plan and the Legacy Stock Option Plan, each more particularly described in Appendix "C" and Appendix D" attached hereto, respectively.

Plan category	**Number of potential common shares to be issued upon exercise of outstanding awards**	**Weighted average exercise price of outstanding awards** *($)*	**Number of common shares 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)	8,157,000	1.30	Nil(1)
Omnibus Plan - stock options(1)(2)	3,574,000	1.15	(4)
Omnibus Plan - RSUs and PSUs(3)	2,845,560	Nil	(4)
Equity compensation plans not approved by shareholders	n/a	n/a	n/a
Total	**14,576,560**	**1.10**	**9,069,506**(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 Stock Option Plan will continue to be governed by such plan and will continue to vest in accordance with their existing vesting schedules.
2. Of the 11,731,000 stock options outstanding as of December 31, 2024, zero percent (0%) 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, 2024 of $0.46.
3. The notional common shares underlying the RSUs and PSUs may be settled in cash, common shares issued from treasury, or by a combination of such methods upon vesting at the sole discretion of the Board. This table assumes that outstanding share-based awards will be settled in common shares upon vesting, thereby showing the maximum potential common shares that may be issued pursuant to our equity compensation plans.
4. The total number of securities remaining available for future issuance under our equity compensation plans as of December 31, 2024 was equal to ten percent (10%) of the number of common shares outstanding as of December 31, 2024 less the number of stock options, RSUs and PSUs outstanding under equity-compensation plans as at December 31, 2024. As of December 31, 2024, there were 236,460,661 common shares outstanding, resulting in a maximum number of 23,646,066 common shares issuable under equity compensation plans. As of December 31, 2024 there were 11,731,000 stock options, 1,447,780 RSUs and 1,397,780 PSUs outstanding, leaving 9,069,506 common shares available for issuance under the Omnibus Plan, subject to the applicable limitations contained in such plan (see Note 3).

As of the date hereof, 236,460,661 common shares are issued and outstanding as fully paid and non-assessable shares in the capital of the Company. Currently, 11,474,000 stock options are outstanding with a weighted average exercise price of $1.25, 1,408,717 RSUs are outstanding, and 1,358,717 PSUs are outstanding, collectively representing six percent (6.0%) of the issued and outstanding common shares of the Company. Based on the assumption that outstanding RSUs and PSUs will be settled via the issuance of common shares, the Company will maximum have room under the Omnibus Plan to issue awards representing 9,404,632 underlying common shares to directors, executive officers, employees and consultants, representing approximately four percent (4.0%) of our current issued and outstanding common shares.

Annual Burn Rates

The burn rate shows how rapidly we are using our common shares reserved under our equity compensation plans. The annual burn rate is calculated by dividing the number of potential common share awards granted under our equity-based 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 potential issuances of our common shares.

Year	Awards granted			Weighted average common shares outstanding as of December 31[3]	Burn rate[2] *(%)*			
	RSUs[1]	PSUs[1][2]	Stock options		0x	0.5x	1x	1.75x
2024	1,447,780	1,379,780	-	235,505,553	0.61	0.91	1.21	1.65
2023[4]	-	-	3,644,000	233,487,066	1.56	1.56	1.56	1.56
2022[5]	-	-	3,338,000	213,210,555	1.57	1.57	1.57	1.57
Average three-year burn rate					**1.24**	**1.34**	**1.44**	**1.59**

Notes:

1. Pursuant to the Company's Omnibus Plan, the notional common shares underlying RSUs and PSUs may be settled in cash, through the issuance of common shares from treasury, or by a combination of such methods at the sole discretion of the Board. This table assumes that RSUs and PSUs will be settled by the issuance of common shares, thereby showing the maximum potential burn rate.
2. The payout multiplier under our Omnibus Plan is only applicable to PSUs.
3. Pursuant to the requirements of the TSX, the basic weighted average number of common shares outstanding during the period is the number of common shares outstanding at the beginning of the period, adjusted by the number of common shares issued during the period, multiplied by a time-weighting factor. The time-weighting factor is the number of days that the common shares are outstanding as a proportion of the total number of days in the period.
4. In the 2023 financial year, stock options were issued pursuant to our Omnibus Plan.
5. In the 2022 financial year, stock options were issued pursuant to our Legacy Stock Option Plan.

Corporate Governance

Below is a description of the corporate governance practices of the Company in accordance with NI 58-101.

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/sustainability/corporate-governance).

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.

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 (www.touchstoneexploration.com/sustainability/corporate-governance), which includes a link and a phone number 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 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 office 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, social impact and climate-related issues 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
Paul R. Baay		✓	President and CEO
Dr. Priya Marajh	✓		
Kenneth R. McKinnon	✓		
Peter Nicol	✓		
Beverley Smith	✓		
Stanley T. Smith	✓		

Ms. Alfandary and Dr. Vredenburg, who are not standing for re-election at the Meeting, were also considered independent.

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. McKinnon, 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/sustainability/corporate-governance).

Audit Committee	
Current members	All members of the Audit Committee are independent and financially literate. • Stanley T. Smith (Chair) • Jenny Alfandary • Kenneth R. McKinnon • 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 during 2024 and proposed changes	There were no membership changes to the Audit Committee in 2024. Ms. Alfandary and will cease to be a member of the committee following the Meeting.
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 financial information included in prospectuses, management's discussion and analysis, annual information forms, business acquisition reports, annual reports and all public disclosures;

Audit Committee	
Summary of mandate (continued)	• 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 in 2024	There were no changes to the mandate of the Audit Committee in 2024.

Certain information regarding the Audit Committee, including the mandate of the Audit Committee, is contained in the 2024 AIF. For more information relating to the background of our Audit Committee members standing for re-election at the Meeting, 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 2024 and 2023, 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 during 2024 and proposed changes	There were no membership changes to the Compensation Committee in 2024. Ms. Alfandary will cease to be a member of the committee following the Meeting. Following the Meeting, the Board will update the composition of the committee in accordance with its mandate.

	Compensation and Governance Committee
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 compensation plans in accordance with their terms.
Mandate changes in 2024	There were no changes to the mandate of the Compensation Committee during 2024.

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 further information relating to the background of our Compensation Committee members standing for re-election at the Meeting, please see the subheading "*Board of Directors - Biographies of Nominated Directors*" herein.

	Health, Safety, Social and Environmental 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 during 2024 and proposed changes	There were no membership changes to the HSSE Committee in 2024. Dr. Vredenburg will cease to be a member of the committee following the Meeting. Following the Meeting, the Board will update the composition of the committee in accordance with its mandate.

	Health, Safety, Social and Environmental Committee
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, ESG report development and approach to analogous disclosure and other written communication with stakeholders.
Mandate changes in 2024	There were no changes to the mandate of the HSSE Committee in 2024.

	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
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 during 2024	There were no membership changes to the Reserves Committee in 2024.

Reserves Committee	
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 in 2024	There were no substantive changes to the mandate of the Reserves Committee during 2024.

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 2024 there were eight Board meetings; four Audit Committee meetings; one Compensation Committee meeting; four HSSE Committee meetings; and one Reserves Committee meeting. An in-camera session was held at the beginning and/or end of each of those meetings. The independent directors also routinely hold informal meetings at which non-independent directors and members of Management are not in attendance.

The following table sets forth the members of each committee as of December 31, 2024, as well as the individual director's attendance at the meetings in the 2024 calendar and financial year.

Director	Total Board and committee attendance	Board meetings	Audit Committee meetings	Compensation Committee meetings	HSSE Committee meetings	Reserves Committee meetings
Jenny Alfandary[(1)]	12/13 (**92%**)	Member 7/8	Member 4/4	Member 1/1	n/a	n/a
Paul R. Baay	8/8 (**100%**)	Member 8/8	n/a	n/a	n/a	n/a
Dr. Priya Marajh	13/13 (**100%**)	Member 8/8	n/a	Member 1/1	Member 4/4	n/a
Kenneth R. McKinnon	13/13 (**100%**)	Member 8/8	Member 4/4	Chair 1/1	n/a	n/a
Peter Nicol	12/13 (**92%**)	Member 7/8	Member 4/4	n/a	n/a	Chair 1/1
Beverley Smith	12/13 (**92%**)	Member 7/8	n/a	n/a	Chair 4/4	Member 1/1
Stanley T. Smith	13/13 (**100%**)	Member 8/8	Chair 4/4	n/a	n/a	Member 1/1

Director	Total Board and committee attendance	Board meetings	Audit Committee meetings	Compensation Committee meetings	HSSE Committee meetings	Reserves Committee meetings
Dr. Harrie Vredenburg[(1)]	12/12 (**100%**)	Member 8/8	n/a	n/a	Member 4/4	n/a
John D. Wright[(2)]	9/9 (**100%**)	Chair 8/8	n/a	n/a	n/a	Member 1/1

Notes:
1. Ms. Alfandary and Dr. Vredenburg are not seeking re-election to the Board and will retire following the Meeting.
2. Mr. Wright retired as a director and Chair of the Board effective April 8, 2025.

Touchstone's Board Chair regularly attends all committee meetings 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 2024 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: a review of business development, operational and financial forecasts, enterprise risk management, exploration, ESG issues, safety, 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 (without Management present) 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 perform 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 independent 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. Our Board considers both the term of service of individual directors, the average term of the Board as a whole and turnover of directors over the prior three years when proposing a slate of nominees. The Board considers the benefits of regular renewal in the context of the needs of the Board at the time and the benefits of the institutional knowledge of the Board members.

As of the date hereof, the proposed six director nominees have an average tenure of 7.7 years as follows:

- two of our nominated directors (33 percent) have been on our Board for less than five years;
- two of our nominated directors (33 percent) have been on our Board for more than five years but less than ten years; and
- two of our nominated directors (33 percent) have been on our Board for ten years or more.

Diversity

The Company currently does not have any targets, rules or formal policies that specifically require the identification, consideration, nomination or appointment of candidates for director or executive officer positions. However, 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. Although the Board does not have a formal target given its size, of the director nominees to be considered this year by shareholders, two of the six candidates are female (33 percent) and one of the candidates also has racial and/or ethnic diversity (17 percent).

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. The Board does not have a formal target for women in executive officer positions based on the small size of the executive team. As of the date hereof, there are no females on our current four-person executive officer team. Currently, approximately 85 percent of our workforce are Trinidad and Tobago nationals, and approximately 27 percent of our employees identify as female.

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. There are no common board memberships among our nominated directors as of the date hereof. Our Board has determined that the following memberships 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
Beverley Smith	Rex International Holdings Ltd

Board Performance and Development

Evaluation

Our Board is responsible to assess, on an ongoing basis, its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in our Board's execution of its responsibilities. The review will identify any areas where our directors or 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 has established a skills matrix outlining the skills and experience which they believe are required by the members of our Board. On an annual basis, our Board reviews the skills and experience of current directors and evaluates the character and knowledge of all nominees to our Board to ensure general compliance with the skills matrix. The matrix is reviewed annually and updated as necessary 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 Board's review process also consists of a written questionnaire which includes a review of the effectiveness of our Board and its committees, including a peer review of each director individually, performance at meetings and overall corporate governance matters. The results are compiled anonymously and reviewed by the directors as a whole for their consideration. The most recent review was completed in February 2025.

Our Board has satisfied itself that the Board, its committees and individual directors are performing effectively through this process and our Board has determined that the required skills are well represented by the current slate of director nominees for election at the Meeting.

The following table set forth the experience and background of, but not necessarily the technical expertise of, our proposed nominees based on our Board evaluation process and the information provided by such individuals.

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

● (red) – Expertise in this area ● (grey) – 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. 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 have no formal continuing education program for our directors. 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.

Three nominated directors of our Board are members of the Institute of Corporate Directors, namely, Mr. Paul Baay, Mr. Kenneth McKinnon and Mr. Stanley Smith. The Institute of Corporate Directors prescribes minimum annual continuing education requirements. Furthermore, all of the nominated 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 our President and CEO, any shareholder wishing to discuss the strategy of the Company can contact our Chair of the Board, Mr. Kenneth R. McKinnon, via email at kmckinnon@touchstoneexploration.com. Our Board members will also be available at the Meeting to receive questions from shareholders.

ESG and HSE Governance

As an international upstream oil and gas company, we are focused on being a responsible business, which includes taking meaningful steps to reduce carbon intensity, 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 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.

Our ESG and climate-change risks are described in the Company's 2024 AIF under the "*Risk Factor*s" section therein. 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 and increasing the proportion of natural gas, which is a low carbon product in the Company's product mix.

Our Board exercises its responsibility over corporate responsibility 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 have regular meetings with our local management team that encompasses the identification, measurement and assessment of ESG risks and opportunities. In addition, our executive officers have 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 social programs; our EVP Asset Development and HSE overseas our health and safety programs and manages our environmental risks and opportunities; and our CFO stewards our governance practices.

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.

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 responsible 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 an HSE department which oversees 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, pipelines, 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

None of our directors, officers, principal shareholders, or informed persons (as defined in National Instrument 51-102 - *Continuous Disclosure Obligations*), 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 the Company.

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, Canada T2P 3C4. Our depositary and custodian in respect of our United Kingdom depositary interests is MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, United Kingdom 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, 2024. Shareholders can access these documents and other additional information, including our 2024 AIF, online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com). Alternatively, shareholders may request physical copies of the annual financial statements, related management's discussion and analysis and the 2024 AIF by emailing a request to txpir@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. The forward-looking statements contained herein speak only as of the date hereof and are expressly qualified by this cautionary statement.

Such statements represent the Company's internal projections, estimates or beliefs concerning, among other things, future growth, results of operations, production rates, future 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 strategy of becoming a fully funded development and exploration company; the extent of the Company's development and exploration locations and opportunities; the extent to which the Company can convert its existing reserve base to production and resulting cash flows therefrom and the timing thereof; the Company's proposed acquisition of a Trinidad-based private entity, including the Company's expectation that the proposed acquisition and related financing will close, the timing thereof, the method of funding and the benefits to be derived therefrom; the Company's intended private placement, its expectation that the private placement will close, the timing thereof, and the Company's intended use of the proceeds therefrom; the focus of the Company's near-term operating and capital plans, including driving future growth, pursuing developmental drilling and compression activities, optimizing current production, utilizing existing natural gas and liquids infrastructure capacity, the timing thereof and production resulting therefrom; the focus of the Company's future exploration activities, including minimum work obligations to be conducted in each area and the timing thereof; expectations of future cash flows and earnings growth; the Company's intention of to hold virtual or hybrid annual meetings of shareholders in the future; and Touchstone's current and future financial position, including the sufficiency of resources to fund future capital expenditures and maintain financial liquidity. The Company's actual decisions, activities, results, performance, or achievement could differ materially from those expressed in, or implied by, such forward-looking statements and accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur or, if any of them do, what benefits that Touchstone will derive from them.

This document refers to the Company's private placement, the proposed acquisition of a private Trinidad-based entity, and the related debt financing. For further information and related advisories thereto (which are incorporated by reference herein), refer to the Company's news release dated May 7, 2025 entitled "*Touchstone Exploration Announces Private Placement and an Acquisition Financing Update*", which is available online on our profile on SEDAR+ (www.sedarplus.ca) and on our 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.

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 2024 AIF which is available online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com) and is incorporated by reference herein. 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.

Non-GAAP Financial Measures

This Information Circular references various non-GAAP financial measures, non-GAAP ratios and capital management 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 referenced herein include funds flow from operations per share, operating netback, capital expenditures and net debt to funds flow from operations ratio, as they were components of the Company's 2024 short-term incentive compensation plan. Market capitalization has also been referenced herein to provide context and to analyze our historical annual NEO compensation.

Funds flow from operations per share

Funds flow from operations per share is a non-GAAP financial ratio calculated by dividing funds flow from operations as included in the Company's consolidated statements of cash flows by the weighted average number of common shares outstanding during the applicable period.

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 and net debt to funds flow from operations ratio

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.

The Company monitors its capital structure using a net debt to funds flow from operations ratio, which is a non-GAAP ratio and a capital management measure calculated as the ratio of the Company's net debt to trailing twelve months funds flow from operations for any given period. The net debt to funds flow from operations ratio is the desired target Touchstone strives to achieve and maintain. This ratio may increase at certain times as a result of increased capital expenditures and/or low commodity prices.

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, 2024 accompanying our December 31, 2024 audited consolidated financial statements, both of which are available online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com). Our Management's discussion and analysis, which is incorporated by reference herein, includes further discussion of the purpose and composition of the specified non-GAAP financial measures consistently used by the Company and detailed reconciliations to the most directly comparable GAAP measures.

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.

Product Type Disclosures

This Information Circular includes references 2024 annual average daily production volumes. Under NI 51-101, disclosure of production volumes should include segmentation by product type as defined in the instrument. For further information regarding specific product disclosures in accordance with NI 51-101, including 2024 and 2023 average production information by product type, please refer to the "*Advisories - Product Type Disclosures*" section in the Company's most recent Management's discussion and analysis for the three months and year ended December 31, 2024 accompanying our December 31, 2024 audited consolidated financial statements, both of which are available online on our SEDAR+ profile (www.sedarplus.ca) and website (www.touchstoneexploration.com).

Oil and Natural Gas Metrics

This Information Circular refers to reserve additions, finding and development ("**F&D**") costs and recycle ratio, which are oil and gas metrics that are commonly used in the oil and gas industry. The metrics have been referred to herein as they were components of the Company's 2024 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 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 "*Advisories - Non-GAAP Financial Measures*" subheading herein) 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 F&D costs per boe to operating netback per boe in the corresponding period (refer to the "*Advisories - Non-GAAP Financial Measures*" subheading herein). 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.

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

The Board of Directors of the Company has approved this Information Circular dated May 8, 2025.

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 reassesses 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 and 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 discussions 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 the 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 the 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 19, 2025.

Appendix B - Description of the Deferred Share Unit Compensation Plan

The following is a summary of the Deferred Share Unit Compensation Plan (the "**DSU Plan**"), which was approved by the Board of Directors (the "**Board**") effective May 11, 2023.

General

The purpose of the DSU Plan is to provide non-employee directors of the Company with the opportunity to acquire deferred share units ("**DSUs**") in order to allow them to participate in the long-term success of the Company and to promote a greater alignment of their interests with the interests of shareholders. Any individual who is a non-employee director of the Company or any of its subsidiaries is eligible to participate in the DSU Plan (an "**Eligible Participant**").

The DSU Plan is administered by the Board, but the Board may delegate administration to a committee of the Board. The Board has delegated the Compensation and Governance Committee to administer the DSU Plan.

Deferred Share Unit Grants and Terms

The DSU Plan allows the Board, from time to time and in its sole discretion, to grant DSUs to approved Eligible Participants ("**DSU Participants**"). In respect of each grant of DSUs, the Board will determine, among other things, the number of DSUs allocated to the DSU Participant and such other terms and conditions of the DSUs applicable to each grant.

A DSU is a unit that is equivalent in value to a common share. DSUs fully vest upon grant and a DSU Participant will have the right to receive the Settlement Amount (as defined below) subsequent to the Termination Date (as defined below) or such later date as the DSU Participant may elect by written notice to the Company. DSUs are credited to a notional account maintained by the Company for each DSU Participant by means of a book-keeping entry.

Adjustments

At the discretion of the Board, a DSU Participant's notional account may be adjusted on a dividend payment date by multiplying the number of DSUs recorded in such DSU Participant's notional account by an adjustment ratio. The adjustment ratio is the ratio used on a dividend payment date to adjust the number of common shares underlying such DSU. Initially set at one (1), the adjustment ratio increases cumulatively each time a dividend is paid. The adjustment is calculated by multiplying the prior adjustment ratio by a fraction, where the numerator is the dividend amount per common share and the denominator is the Fair Market Value of a common share, determined two (2) business days before the dividend record date.

For the purposes of the DSU Plan, "**Fair Market Value**", with respect to a Company common share, as at any date, means the volume weighted average price of the Company's common shares on the Toronto Stock Exchange for the five (5) consecutive trading days immediately preceding such date.

Director Retainers

Eligible Participants elect each year to receive their annual retainers paid in cash and/or be awarded in DSUs. Newly appointed directors automatically receive their first-year retainer in cash. Elections for subsequent years must be submitted by December 15 of the prior year, subject to blackout periods being effect. If no election is made, the default is one hundred percent (100%) cash for the following year annual retainer. If a blackout period is in effect, election deadlines are extended until six (6) trading days following the end of such period.

Payment of DSUs

When a DSU Participant ceases to be an Eligible Participant for any reason (the "**Termination Date**"), the DSU Participant (or their legal representative after death) must elect a payment date for settling their DSUs in a timely manner by written notice to the Company (the "**Payment Date**"). An election cannot be made if a blackout period is in effect. If no date is elected, the default Payment Date is the business day before December 15 of the year following the DSU Participant's Termination Date.

On, or as soon as reasonably practicable after the Payment Date, the Company shall satisfy all amounts owing or payable to a DSU Participant in respect of any DSUs that become payable pursuant to the DSU Plan by delivering to the DSU Participant (or, if the DSU Participant has died, to his or her personal representative) a cash payment equal to the number of DSUs recorded in the DSU Participant's notional account on the Termination Date multiplied by the Fair Market Value per Company common share on such Payment Date (the "**Settlement Amount**") less any applicable withholding taxes, in consideration for the deemed surrender by the DSU Participant (or, if the DSU Participant has died, to his or her personal representative) to the Company of such DSUs.

Once settled, the DSUs hold no further value and shall be struck from the DSU Participant's notional account. If a Payment Date falls on or falls within five (5) trading immediately following a blackout period, it is automatically extended to the sixth (6^{th}) trading day following the end of such blackout period. All payments must be completed by December 15 of the year following the DSU Participant's Termination Date.

Assignment

DSUs are not assignable or transferable other than by legally valid will or according to the laws of descent and distribution.

Amendments

The Board may amend, suspend or terminate the DSU Plan or any portion thereof and any DSU granted under it (together with any related agreement in respect of a DSU) at any time without prior notice. However, no such amendment, suspension or termination may materially adversely affect any DSU, or any rights pursuant thereto, granted previously to any DSU Participant without the consent of that DSU Participant.

Appendix C - Description of the Omnibus Incentive Compensation Plan

The following is a summary of the Omnibus Incentive Compensation Plan (the "**Omnibus Plan**"), which was adopted by the Board of Directors (the "**Board**") on May 11, 2023, and approved by Touchstone's shareholders at the June 29, 2023 annual and special meeting.

General

The Omnibus Plan replaced the Company's 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 stock options, restricted share units ("**RSUs**") and performance share units ("**PSUs**") to the Company's directors, officers, employees and consultants (collectively the "**participant(s)**"). The Board has delegated the Compensation and Governance Committee to administer the Omnibus Plan. The Legacy Stock Option Plan is described in Appendix "D" attached to this Information Circular.

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

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 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.

The aggregate number of common shares issuable to any one (1) participant under all of the Company's equity-based compensation arrangements shall not exceed ten percent (10%) of the Company's 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 Toronto Stock Exchange ("**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 the Company's issued and outstanding common shares.

Under the Omnibus Plan, the Board may grant the following types of awards to such participants as it chooses and, subject to the restrictions described herein, 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 a fixed exercise price determined and approved by the Board at the time of grant, which shall not be less than the Market Value of such common shares at the time of the grant. "**Market Value**" is defined in the Omnibus Plan as the volume weighted average trading price per common share on the TSX for the five (5) consecutive trading days immediately preceding the grant date.

The expiry date of stock options granted under the Omnibus Plan is determined by the Board and shall not be later than ten (10) years from the date of grant. All stock options currently outstanding under the Omnibus Plan expire five (5) years from the grant date. In the event that any stock option expires during a routine or self-imposed blackout period on trading securities of the Company, such expiry date will be deemed to be extended to the tenth (10^{th}) business day following the end of such blackout period.

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. All stock options currently outstanding under the Omnibus Plan equally vest on the next three anniversaries of the grant date.

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. 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 by a combination thereof at a future time to participants under the Omnibus Plan.

RSUs generally become vested following a period of continuous employment. All RSUs currently outstanding under the Omnibus Plan equally vest on the next three anniversaries of the grant date. PSUs are similar to RSUs, but their vesting is, in whole or in part, conditioned on the attainment of specified performance metrics as determined by the Board. All PSUs currently outstanding under the Omnibus Plan cliff vest on the third anniversary of the grant date. 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 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.

Upon vesting (which in the case of PSUs shall be approved by the Board), share units entitle the participant to receive common shares issued from treasury, the cash equivalent, or a combination thereof, at the sole discretion of the Board. The cash equivalent shall be the Market Value of the notional common shares underlying the share units on the settlement date.

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 (2) years; (ii) vested options (including such options that vest during the two (2) year period following the termination date) will remain exercisable until the earlier of (A) two (2) 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 to the Omnibus Plan:

- 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.

Appendix D - Description of the Stock Option Plan

The following is a summary of the Stock Option Plan (the "**Legacy Stock Option Plan**"), which was implemented on December 17, 2012, and was amended and restated by the Board of Directors (the "**Board**") and approved by Touchstone's shareholders on June 19, 2017.

General

The Legacy Stock Option Plan was adopted by the Board primarily to provide the Company with the ability to provide stock options to the Company's directors, officers, employees and consultants (collectively the "**participant(s)**"). The purpose of the Legacy Stock Option Plan was to provide participants with an opportunity to purchase common shares and to benefit from the appreciation thereof. This provided an increased incentive for the participants to contribute to the future success of the Company, thus enhancing the value of the common shares for the benefit of all the shareholders and increasing the ability of the Company to attract and retain individuals of exceptional skill.

The Option Plan is administered by the Board, but the Board may delegate administration to a committee of the Board. The Board has delegated the Compensation and Governance Committee to administer the Legacy Stock Option Plan.

Upon approval of the Omnibus Plan in June 2023, no further grants were made under the Option Plan.

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 Omnibus Plan is described in Appendix "C" attached to this Information Circular.

Common Shares Reserved for Issuance

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.

Option Grants and Terms

Under the Legacy Stock Option Plan, the Board was able to grant stock options to such participants as it chose in such numbers as it chose, 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 the Company's outstanding common shares (on a non-diluted basis);
- the aggregate number of common shares reserved for issuance pursuant to stock options granted to Company insiders ("**Insiders**" as that term is defined in the Company Manual of the Toronto Stock Exchange ("**TSX**"), as amended from time to time), when combined with any other equity-based compensation arrangement, may not exceed ten percent (10%) of the Company's outstanding common shares (on a non-diluted basis); and
- the aggregate number of common shares issued within any one-year period to Insiders pursuant to stock options, when combined with any other equity-based compensation arrangement, may not exceed ten percent (10%) of the Company's outstanding common shares (on a non-diluted basis).

The exercise price of each stock option was fixed by the Board when the stock option was granted, provided that such price was not less than the volume weighted average trading price per common share on the TSX for the five (5) consecutive trading days immediately preceding the grant date.

The expiry date of stock options granted pursuant to the Legacy Stock Option Plan was set by the Board and must not be later than ten (10) years from the date of grant. All stock options currently outstanding under the Legacy Stock Option Plan expire five (5) years from the grant date. In the event that any stock option expires during, or within two (2) business days after, a routine or self-imposed blackout period on trading securities of the Company, such expiry date will be deemed to be extended to the tenth (10^{th}) business day following the end of such blackout period.

The vesting period or periods of stock options granted under the Legacy Stock Option Plan were 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 Stock Option Plan equally vest on the next three anniversaries of the grant date.

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. The Company will not provide participants with financial assistance for the exercise of stock options.

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.

Adjustments

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 outstanding common shares resulting from subdivisions, consolidations or reclassifications of the common shares, the payment of stock dividends by Touchstone (other than dividends in the ordinary course) or other relevant changes in the Company's authorized or issued capital.

Trigger Events

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.

Change of Control

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.

Assignment

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.

Amendments

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 Board shall be required to obtain shareholder approval 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-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 ten (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.

TOUCHSTONE

Corporate Information

Directors

Kenneth R. McKinnon
Chair of the Board

Jenny Alfandary
Paul R. Baay
Priya Marajh
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

Brian Hollingshead
Executive Vice President Engineering and Business Development

James Shipka
Executive Vice President Asset Development and HSE

Alex Sanchez
Vice President Production and Environment

Cayle Sorge
Vice President Finance

Head Office

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T2P 3N9

Registered Office

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T2P 4H2

Operating Offices

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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

MUFG Corporate Markets
Leeds, United Kingdom

UK Nominated Advisor and Joint Broker

Shore Capital
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