



**Touchstone Exploration Inc.**

**Interim Condensed Consolidated Financial Statements (unaudited)**

**As at and for the three and six months ended June 30, 2025 and 2024**

**Touchstone Exploration Inc.**  
**Interim Condensed Consolidated Balance Sheets**  
*Unaudited, Stated in thousands of United States dollars*

<b>As at</b>	<b>Note</b>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>Assets</b>			
Current assets			
Cash		<b>6,340</b>	6,744
Accounts receivable	3	<b>26,668</b>	13,805
Value added tax bonds	4	<b>2,960</b>	-
Inventory		<b>103</b>	85
Prepaid expenses		<b>977</b>	1,517
		<b>37,048</b>	22,151
Exploration and evaluation assets	6	<b>4,571</b>	3,743
Property, plant and equipment	7	<b>175,276</b>	122,382
Restricted cash	10	<b>2,758</b>	924
Other assets		<b>36</b>	108
Abandonment fund	11	<b>9,319</b>	2,965
<b>Total assets</b>		<b>229,008</b>	152,273
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities	8	<b>30,329</b>	16,254
Acquisition consideration payable	3,5	<b>8,524</b>	-
Income taxes payable	17	<b>82</b>	6
Current portion of bank debt	10	<b>9,929</b>	7,250
		<b>48,864</b>	23,510
Lease liabilities	9	<b>3,733</b>	4,368
Bank debt	10	<b>51,660</b>	27,541
Decommissioning liabilities	11	<b>14,812</b>	9,985
Share-based compensation liabilities	16	<b>162</b>	117
Deferred income taxes	17	<b>35,863</b>	17,924
<b>Total liabilities</b>		<b>155,094</b>	83,445
<b>Shareholders' equity</b>			
Shareholders' capital	12	<b>120,831</b>	115,610
Contributed surplus		<b>7,218</b>	7,069
Other comprehensive loss		<b>(13,497)</b>	(13,882)
Deficit		<b>(40,638)</b>	(39,969)
<b>Total shareholders' equity</b>		<b>73,914</b>	68,828
<b>Total liabilities and shareholders' equity</b>		<b>229,008</b>	152,273

Going Concern (Note 1)  
Commitments (Note 20)  
Subsequent event (Note 21)

See accompanying notes to these unaudited interim condensed consolidated financial statements.

**Touchstone Exploration Inc.****Interim Condensed Consolidated Statements of Earnings (Loss) and Comprehensive Income (Loss)***Unaudited, stated in thousands of United States dollars (except per share amounts)*

	Note	Three months ended June 30, 2024		Six months ended June 30, 2024	
		2025		2025	
<b>Revenue</b>					
Petroleum and natural gas sales	13	11,007	14,090	22,120	30,674
Less: royalties		(2,653)	(3,585)	(5,471)	(7,262)
Petroleum and natural gas sales, net of royalties		8,354	10,505	16,649	23,412
Other revenue		22	34	35	52
<b>Total revenue</b>		<b>8,376</b>	<b>10,539</b>	<b>16,684</b>	<b>23,464</b>
<b>Expenses</b>					
Operating		3,314	2,378	5,458	4,822
General and administration		2,360	2,608	4,850	4,974
Net finance	14	1,513	761	2,332	1,440
Transaction	15	166	840	302	1,220
Exploration		13	76	24	170
Gain on asset dispositions		-	(1,535)	-	(1,535)
Foreign exchange gain	18	(113)	(122)	(164)	(69)
Share-based compensation	16	(83)	309	81	710
Depletion and depreciation	7	2,650	1,782	5,076	4,034
Impairment (reversal)	6,7	-	(22)	-	502
<b>Total expenses</b>		<b>9,820</b>	<b>7,075</b>	<b>17,959</b>	<b>16,268</b>
<b>(Loss) earnings before income taxes</b>		<b>(1,444)</b>	<b>3,464</b>	<b>(1,275)</b>	<b>7,196</b>
<b>Provision for income taxes</b>					
Current expense	17	170	75	337	919
Deferred (recovery) expense	17	(904)	50	(943)	(690)
<b>Total income tax (recovery) expense</b>		<b>(734)</b>	<b>125</b>	<b>(606)</b>	<b>229</b>
<b>Net (loss) earnings</b>		<b>(710)</b>	<b>3,339</b>	<b>(669)</b>	<b>6,967</b>
Currency translation adjustments		239	142	385	(155)
<b>Comprehensive (loss) income</b>		<b>(471)</b>	<b>3,481</b>	<b>(284)</b>	<b>6,812</b>
<b>Net (loss) earnings per common share</b>					
Basic and diluted	12	(0.00)	0.01	(0.00)	0.03

See accompanying notes to these unaudited interim condensed consolidated financial statements.

**Touchstone Exploration Inc.****Interim Condensed Consolidated Statements of Changes in Shareholders' Equity***For the six months ended June 30**Unaudited, stated in thousands of United States dollars*

	Note	2025	2024
<b>Shareholders' capital</b>			
Balance, beginning of period		<b>115,610</b>	114,965
Issued pursuant to private placement, net of fees	12	<b>5,221</b>	-
Issued under share-based compensation plans	12	-	561
<b>Balance, end of period</b>		<b>120,831</b>	115,526
<b>Contributed surplus</b>			
Balance, beginning of period		<b>7,069</b>	6,166
Recognized under share-based compensation plans	16	-	(200)
Share-based compensation expense	16	<b>137</b>	710
Share-based compensation capitalized	7	<b>12</b>	26
<b>Balance, end of period</b>		<b>7,218</b>	6,702
<b>Other comprehensive loss</b>			
Balance, beginning of period		<b>(13,882)</b>	(13,124)
Currency translation adjustments		<b>385</b>	(155)
<b>Balance, end of period</b>		<b>(13,497)</b>	(13,279)
<b>Deficit</b>			
Balance, beginning of period		<b>(39,969)</b>	(48,241)
Net (loss) earnings		<b>(669)</b>	6,967
<b>Balance, end of period</b>		<b>(40,638)</b>	(41,274)

See accompanying notes to these unaudited interim condensed consolidated financial statements.

**Touchstone Exploration Inc.**  
**Interim Condensed Consolidated Statements of Cash Flows**  
*Unaudited, stated in thousands of United States dollars*

		Three months ended June 30,		Six months ended June 30,	
	Note	2025	2024	2025	2024
<b>Operating activities</b>					
Net (loss) earnings		(710)	3,339	(669)	6,967
Items not involving cash from operations:					
Gain on asset dispositions		-	(1,535)	-	(1,535)
Unrealized foreign exchange gain	18	(1)	(23)	(61)	(3)
Share-based compensation expense	16	(83)	309	81	710
Depletion and depreciation expense	7	2,650	1,782	5,076	4,034
Impairment (reversal) expense	6,7	-	(22)	-	502
Non-cash finance expense	14	481	68	529	125
Deferred income tax (recovery) expense	17	(904)	50	(943)	(690)
<b>Funds flow from operations</b>		<b>1,433</b>	<b>3,968</b>	<b>4,013</b>	<b>10,110</b>
Net change in non-cash working capital		(1,667)	(585)	1,364	(1,358)
<b>Cash (used in) from operating activities</b>		<b>(234)</b>	<b>3,383</b>	<b>5,377</b>	<b>8,752</b>
<b>Investing activities</b>					
Exploration and evaluation expenditures	6	(395)	(60)	(818)	(168)
Property, plant and equipment expenditures	7	(4,264)	(5,483)	(10,514)	(17,337)
Acquisition expenditures	5	(28,400)	-	(28,400)	-
Abandonment fund expenditures	11	(145)	(226)	(320)	(527)
Net change in non-cash working capital		3,186	(5,297)	5,278	4,951
<b>Cash used in investing activities</b>		<b>(30,018)</b>	<b>(11,066)</b>	<b>(34,774)</b>	<b>(13,081)</b>
<b>Financing activities</b>					
Changes in restricted cash	10	(1,901)	(316)	(1,834)	(257)
Advances of bank debt, net of fees	10	29,423	9,747	29,423	9,747
Repayment of bank debt	10	(1,500)	(4,500)	(3,000)	(6,000)
Net finance lease payments	9	(250)	(125)	(757)	(754)
Issuance of common shares, net of fees	12	5,221	361	5,221	361
Net change in non-cash working capital		(40)	3	21	(7)
<b>Cash from financing activities</b>		<b>30,953</b>	<b>5,170</b>	<b>29,074</b>	<b>3,090</b>
Change in cash during the period		701	(2,513)	(323)	(1,239)
Cash, beginning of period		5,718	9,537	6,744	8,186
Impact of foreign exchange on foreign denominated cash balances		(79)	(34)	(81)	43
<b>Cash, end of period</b>		<b>6,340</b>	<b>6,990</b>	<b>6,340</b>	<b>6,990</b>
Supplementary information for cash from operating activities:					
Interest paid in cash	10	601	615	1,264	1,155
Income taxes paid in cash	17	88	448	208	806

See accompanying notes to these unaudited interim condensed consolidated financial statements.

## **1. Nature of Business**

Touchstone Exploration Inc. and its subsidiaries (collectively, "Touchstone" or the "Company") are engaged in the business of petroleum and natural gas exploration, development, acquisition and production. The Company is currently active in the Republic of Trinidad and Tobago ("Trinidad").

Touchstone Exploration Inc. is incorporated under the laws of Alberta, Canada with its head and principal office located at 4100, 350 7<sup>th</sup> Avenue SW, Calgary, Alberta, Canada T2P 3N9. Touchstone's common shares are listed on the Toronto Stock Exchange ("TSX") and on the AIM market of the London Stock Exchange ("AIM") under the symbol "TXP".

### **Going Concern**

Under the terms of its Fourth Amended and Restated Loan Agreement (the "Loan Agreement"), the Company is required to comply with three financial covenants assessed annually. Based on current forecasts, the Company anticipates a potential breach of the net senior funded debt to trailing annual EBIDA ratio due to the \$12.5 million convertible debenture offering that closed on August 13, 2025 (refer to Note 21). Such a breach could result in the Company's outstanding bank debt balance becoming immediately due and payable. While no waiver has been obtained as at the date of these financial statements, the Company intends to seek a waiver from the lender prior to the December 31, 2025 covenant measurement date.

The Loan Agreement also requires the Company to raise an additional \$7.3 million in equity proceeds on or before December 31, 2025 to maintain compliance (refer to Note 10).

There can be no assurance that a covenant waiver will be obtained or that the required equity financing will be completed. Failure to achieve either outcome may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect potential adjustments to the carrying amounts of assets and liabilities, reported amounts of revenue and expenses, and balance sheet classifications that would be required if the going concern assumption were deemed inappropriate. Such adjustments could be material.

## **2. Basis of Preparation**

### **Statement of compliance**

These unaudited interim condensed consolidated financial statements (the "financial statements") have been prepared in accordance with International Accounting Standard 34 *"Interim Financial Reporting"* using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). These financial statements are condensed as they do not include all the information required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2024 (the "2024 audited financial statements").

Unless otherwise stated, amounts presented in these financial statements are denominated in United States dollars (" \$" or "US\$"). Canadian dollars ("C\$"), Trinidad and Tobago dollars ("TT\$") and UK Pounds Sterling ("£") may also be referenced herein.

These financial statements have been prepared on a historical cost basis. All accounting policies and methods of computation followed in the preparation of these financial statements are consistent with those of the 2024 audited financial statements.

These financial statements were approved and authorized for issuance by Touchstone's Board of Directors (the "Board") on August 13, 2025.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

### Use of estimates, judgements and assumptions

The timely preparation of financial statements requires Management to use judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosure of contingencies at the date of the financial statements, and revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimated

In preparing these financial statements, the judgments made by Management in applying the Company's accounting policies and the key sources of significant estimation uncertainty were the same as those applied to the 2024 audited financial statements.

### 3. Financial Assets and Credit Risk

As at June 30, 2025, Touchstone was exposed to credit risk with respect to its accounts receivable. Credit risk is considered low, as the Company's credit exposure primarily relate to monthly commodity sales to Trinidad government-owned entities and a major independent oil and gas company, joint interest billings from State-owned Heritage Petroleum Company Limited ("Heritage"), and value added tax ("VAT") receivables from the Government of Trinidad and Tobago.

Petroleum and natural gas sales are generally collected within one to two months following production. As at June 30, 2025, approximately 29 percent of the Company's credit exposure was attributed to accrued revenue for May and June 2025 production volumes. Joint interest billings are typically settled within one to three months following invoicing. The following tables summarize the composition and aging of Touchstone's accounts receivable balance as of the periods indicated, representing the Company's maximum credit risk exposure.

(\$000's)	June 30, 2025	December 31, 2024
<b>Composition</b>		
Petroleum and natural gas sales	7,819	4,334
Joint interest billings	1,789	806
VAT	6,700	7,678
Other	1,836	987
Amount to be remitted pursuant to business combination (Note 5)	8,524	-
<b>Accounts receivable balance</b>	<b>26,668</b>	<b>13,805</b>
<b>Aging</b>		
Current (less than 30 days)	10,700	6,045
31-60 days	2,005	539
61-90 days	381	556
Past due (greater than 90 days)	5,058	6,665
<b>Subtotal</b>	<b>18,144</b>	<b>13,805</b>
Amount to be remitted pursuant to business combination (Note 5)	8,524	-
<b>Accounts receivable balance</b>	<b>26,668</b>	<b>13,805</b>

As at June 30, 2025, Touchstone determined that the average expected credit loss on its accounts receivable was \$nil. Management considers past due balances to be fully recoverable, as they primarily represent VAT receivable from the Government of Trinidad and Tobago. While the timing of recovery remains uncertain, the Company has not experienced any historical collection issues. During the six months ended June 30, 2025, the Company collected \$724,000 of previously past due VAT receivable and received \$2,960,000 in government-issued bonds in lieu of VAT payments (refer to Note 4).

In connection with the business combination (refer Note 5), the Company recognized \$8,524,000 in accounts receivables relating to VAT and income tax receivable from the Government of Trinidad and Tobago. In accordance with the share purchase agreement, these funds are only to be remitted

to the seller upon collection. A corresponding liability was recorded as an acquisition consideration payable. As a result, the Company does not bear any credit risk in respect of these receivable balances.

#### **4. Value Added Tax Bonds**

On January 31, 2025, the Government of Trinidad and Tobago issued fixed-rate bonds totaling \$2,960,000 to two of the Company's Trinidadian subsidiaries in settlement of outstanding VAT receivables. The bonds bear interest at a fixed rate of 4.01 percent and have a three-year maturity term. The bonds are subject to a six-month non-transferability restriction from the date of issuance.

#### **5. Business Combination**

On May 16, 2025, the Company, through its wholly owned Trinidadian subsidiary, completed the acquisition of 100 percent of the share capital of a Shell Trinidad Central Block Limited, a private Trinidad-based company (the "Acquisition") for preliminary cash consideration of \$28,400,000. The Company financed the acquisition with an additional \$30 million six-year term loan facility (refer to Note 10).

The acquired entity, now renamed Touchstone Trinidad Central Block Ltd., holds a 65 percent operating participating interest in the onshore Central block exploration and production licence. The Central block asset includes four producing natural gas wells and a gas processing facility. Heritage holds the remaining 35 percent participating interest. The Acquisition provides Touchstone with increased low decline base production, exposure to global liquefied natural gas ("LNG") pricing, and expanded access to the hydrocarbon-rich Herrera fairway, which is contiguous with the Company's Ortoire block.

The Acquisition has been recognized in accordance with IFRS 3 *Business Combinations* using the acquisition method. The cost of the Acquisition has been measured at the fair value of the consideration transferred at the acquisition date, which consisted of cash paid. Identifiable assets acquired and liabilities assumed were measured and recognized at their estimated fair values as at the acquisition date, except for income tax items. Deferred income tax assets and liabilities arising from the Acquisition were also recognized at the acquisition date. Transaction expenses associated with the Acquisition were expensed as incurred (refer to Note 15).

The determination of fair value is estimated based on information available at the date of the Acquisition and requires Management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of property, plant and equipment ("PP&E") generally require significant judgment and include forward price estimates of petroleum and natural gas, volume of proved plus probable reserves and associated assumptions, including future production costs, required capital investments, reserve life and discount rate. Assumptions are also required to determine the fair value of the decommissioning liabilities associated with the assets and other deferred liabilities. Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets and liabilities. Future comprehensive income or loss will be affected as the fair value on initial recognition impacts future depletion and depreciation expenses and non-financial asset impairment expenses or reversals.

The Company estimated the fair value of petroleum and natural gas development assets acquired as at the acquisition date using proved plus probable petroleum and natural gas reserves derived from an independent third-party reserve evaluation. The independent qualified reserves evaluator provided estimates of the acquired proved plus probable petroleum and natural gas reserves, which were used to calculate associated future cash flows. These cash flows were discounted at an after-tax rate of 31 percent to reflect acquisition-date market participant assumptions. The fair value of the associated decommissioning liabilities was initially determined using a credit-adjusted risk-free rate of 14 percent.



## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

The following table summarizes the preliminary purchase price allocation based on Management's best estimate of the values of assets acquired and liabilities assumed. The purchase price allocation is subject to change as the Company continues to obtain and evaluate information related to the fair values of the net assets acquired, including but not limited to, petroleum and natural gas development assets, accounts receivable, decommissioning liabilities, accounts payable and accrued liabilities, and deferred income tax liabilities. Adjustments to the purchase price allocation may be required as additional information becomes available within the measurement period, which is up to one year from the acquisition date. Any such adjustments will be applied retrospectively to the acquisition date and may affect the recognized values of assets, liabilities, and any resulting goodwill or gain on acquisition.

<b>Consideration</b>	(\$000's)
Cash consideration paid	28,400
Consideration payable (Note 3)	8,524
<b>Total consideration paid</b>	<b>36,924</b>
<b>Net assets acquired</b>	
Accounts receivable	5,278
Accounts receivable to be remitted to seller (Note 3)	8,524
Inventory	60
Petroleum and natural gas development assets (Note 7)	44,683
Abandonment fund (Note 11)	6,009
Accounts payable and accrued liabilities	(6,365)
Decommissioning liabilities (Note 11)	(2,468)
Deferred income tax liability (Note 17)	(18,797)
<b>Total identifiable net assets acquired</b>	<b>36,924</b>

The results of operations from the Acquisition have been included in the financial statements effective May 16, 2025. From the acquisition date to June 30, 2025, the acquired operations contributed petroleum and natural gas sales of \$1,702,000 and a net loss of \$95,000.

Had the Acquisition closed on January 1, 2025, Management estimates that the acquired operations would have contributed approximately \$9,156,000 in petroleum and natural gas sales and an estimated net loss of \$348,000 for the six months ended June 30, 2025. These amounts are based on unaudited financial information prepared by the acquiree and do not reflect any potential synergies, integration costs, or other adjustments that could arise from combining the operations.

The following table summarizes the estimated minimum contractual payments acquired from the Acquisition as at June 30, 2025, which include lease payments and fees related to the Central block exploration and production licence and various short-term leases.

(\$000's)	Estimated payments due by year						
	Total	2025	2026	2027	2028	2029	Thereafter
Licence obligations	4,627	98	657	695	735	777	1,665
Other	9	9	-	-	-	-	-
<b>Minimum payments</b>	<b>4,636</b>	<b>107</b>	<b>657</b>	<b>695</b>	<b>735</b>	<b>777</b>	<b>1,665</b>

## 6. Exploration and Evaluation Assets

(\$000's)	Six months ended June 30, 2025	Year ended December 31, 2024
<b>Balance, beginning of period</b>	<b>3,743</b>	5,030
Additions	818	1,046
Impairment expense	-	(2,311)
Effect of change in foreign exchange rates	10	(22)
<b>Balance, end of period</b>	<b>4,571</b>	3,743

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

### 7. Property, Plant and Equipment

(\$000's)	Petroleum and natural gas development assets	Right-of-use assets	Corporate assets	Total
<b>Cost</b>				
<b>Balance, January 1, 2024</b>	<b>186,846</b>	<b>5,492</b>	<b>2,697</b>	<b>195,035</b>
Additions	21,256	2,930	1,449	25,635
Transfers within PP&E	1,283	(1,283)	-	-
Change in decommissioning assets (Note 11)	97	-	-	97
Acquisitions	356	-	-	356
Dispositions	(1,085)	-	-	(1,085)
Foreign exchange translation	(1,272)	(40)	(187)	(1,499)
<b>Balance, December 31, 2024</b>	<b>207,481</b>	<b>7,099</b>	<b>3,959</b>	<b>218,539</b>
Acquired on close of Acquisition (Note 5)	44,683	-	-	44,683
Additions	10,489	-	42	10,531
Transfers within PP&E	549	(549)	-	-
Change in decommissioning assets (Note 11)	2,176	-	-	2,176
Lease modification (Note 9)	-	(110)	-	(110)
Foreign exchange translation	841	46	124	1,011
<b>Balance, June 30, 2025</b>	<b>266,219</b>	<b>6,486</b>	<b>4,125</b>	<b>276,830</b>
<b>Accumulated depletion, depreciation and impairment</b>				
<b>Balance, January 1, 2024</b>	<b>84,029</b>	<b>726</b>	<b>2,132</b>	<b>86,887</b>
Depletion and depreciation	8,245	1,020	236	9,501
Impairment expense	337	-	-	337
Foreign exchange translation	(392)	(18)	(158)	(568)
<b>Balance, December 31, 2024</b>	<b>92,219</b>	<b>1,728</b>	<b>2,210</b>	<b>96,157</b>
Depletion and depreciation	4,620	302	154	5,076
Foreign exchange translation	197	17	107	321
<b>Balance, June 30, 2025</b>	<b>97,036</b>	<b>2,047</b>	<b>2,471</b>	<b>101,554</b>
<b>Carrying amounts</b>				
Balance, December 31, 2024	115,262	5,371	1,749	122,382
<b>Balance, June 30, 2025</b>	<b>169,183</b>	<b>4,439</b>	<b>1,654</b>	<b>175,276</b>

During the three and six months ended June 30, 2025, \$96,000 and \$206,000 of direct and attributable overhead charges were capitalized to PP&E, respectively (2024 - \$100,000 and \$180,000).

As at June 30, 2025, the Company assessed its petroleum and natural gas development assets included in PP&E for indicators of impairment or reversal of impairment. Based on this assessment, Management concluded that it was not necessary to estimate the recoverable amount for any of its cash-generating units.

### 8. Financial Liabilities and Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. Touchstone manages this risk through prudent cash and debt management practices, which include the ongoing monitoring of actual and forecasted cash flows, working capital levels, and compliance with the financial covenants under its bank debt agreements (refer to Note 1). The Company also regularly assesses its ability to access additional liquidity through debt or equity financing when appropriate.

Touchstone's near-term development strategy is focused on increasing operating cash flows through continued development activities. The Company intends to maintain a disciplined approach to future development and exploration capital expenditures in order to preserve financial flexibility.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

Management continued to actively monitor liquidity levels to ensure that the Company can meet current and anticipated financial obligations, including its planned capital programs and contractual commitments.

As at June 30, 2025, the Company had a working capital deficiency, primarily due to increased accounts payable and accrued liabilities related to capital expenditures invested during the six months ended June 30, 2025. Following the cancellation of a previously proposed private placement (refer to Note 12), the Company completed a gross \$12.5 million convertible debenture and warrant offering with a Canadian private investor on August 13, 2025 (refer to Note 21). Net proceeds from the offering are intended to fund the remainder of the Company's 2025 development drilling program and to settle outstanding accounts payable related to prior capital activities.

The following table summarizes the Company's estimated undiscounted cash outflows and financial maturities of its financial liabilities as at June 30, 2025.

(\$000's)	Undiscounted cash outflows <sup>(1)</sup>	Financial maturity by period		
		Less than 1 year	1 to 3 years	Thereafter
Accounts payable and accrued liabilities <sup>(2)</sup>	28,815	28,815	-	-
Income taxes payable (Note 17)	82	82	-	-
Lease liabilities <sup>(3)</sup> (Note 9)	6,013	1,626	3,140	1,247
Bank debt <sup>(3)</sup> (Note 10)	73,736	14,262	37,597	21,877
Share-based compensation liabilities <sup>(4)</sup> (Note 16)	480	318	162	-
<b>Total financial liabilities</b>	<b>109,126</b>	<b>45,103</b>	<b>40,899</b>	<b>23,124</b>

Notes:

- (1) Undiscounted cash outflows equal the carrying values of the associated liabilities, except for lease liabilities and bank debt.
- (2) Excludes the current portion of lease liabilities and share-based compensation liabilities.
- (3) Includes both notional interest and principal payments. Future interest payments are based on interest rates in effect as at June 30, 2025. Interest rates on three of the Company's four loan facilities are reset annually (refer to Note 10).
- (4) Represents accrued obligations related to share-based compensation awards expected to be settled in cash.

Refer to Note 10 "Bank Debt", Note 19 "Capital Management" and Note 20 "Commitments" for additional information regarding the Company's debt structure, capital management objectives and contractual obligations.

## 9. Lease Liabilities

Touchstone is a party to lease arrangements for a drilling rig, office facilities, vehicles and equipment. The following table provides a continuity of the Company's lease liabilities for the periods presented.

(\$000's)	Six months ended June 30, 2025	Year ended December 31, 2024
<b>Balance, beginning of period</b>	<b>5,866</b>	4,328
Additions	-	2,930
Interest expense	267	415
Repayments	(1,073)	(1,775)
Modifications	(143)	-
Effect of change in foreign exchange rates	12	(32)
<b>Balance, end of period</b>	<b>4,929</b>	5,866
Current (included in accounts payable and accrued liabilities)	1,196	1,498
Non-current	3,733	4,368
<b>Lease liabilities balance</b>	<b>4,929</b>	5,866

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

### 10. Bank Debt

On May 12, 2025, the Company entered into the Loan Agreement with its Trinidad-based lender, which provided for an additional \$30 million six-year term loan facility used to finance the Acquisition (refer to Note 5). As at June 30, 2025, the Company had the following facilities in place under the Loan Agreement:

- a \$30 million non-revolving term loan facility ("Term Loan Facility 1");
- a \$10 million non-revolving term loan facility ("Term Loan Facility 2");
- a \$30 million non-revolving term loan facility ("Term Loan Facility 3"); and
- a \$10 million revolving loan facility.

#### *Term Loan Facility 1*

Term Loan Facility 1 matures on June 15, 2027 and bears a fixed interest rate of 7.85 percent per annum, compounded and payable quarterly. As at June 30, 2025, the principal balance was \$12,000,000, with eight equal quarterly principal payments of \$1,500,000 remaining.

#### *Term Loan Facility 2*

Term Loan Facility 2 matures on April 30, 2029 and bears an interest rate of 6.08 percent through April 30, 2026, subject to annual reset thereafter. As at June 30, 2025, the outstanding principal balance was \$10,000,000, with sixteen equal quarterly principal payments of \$625,000 scheduled from July 31, 2025 through to maturity.

#### *Term Loan Facility 3*

Term Loan Facility 3 matures on May 12, 2031 and bears an interest rate of 8.21 percent through May 11, 2026, with annual resets thereafter. As at June 30, 2025, the principal balance was \$30,000,000, with twenty-one equal quarterly principal payments of \$1,429,000 scheduled from May 12, 2026 through to maturity.

#### *Revolving loan facility*

The revolving loan facility matures on May 12, 2027 and may be extended by additional two-year increments upon mutual agreement. The facility bears interest at a rate of 6.09 percent through May 31, 2026, subject to annual resets. Outstanding principal may be repaid at any time without penalty and any amounts repaid may be redrawn at the Company's discretion up to the facility limit.

The following table summarizes the movements of the Company's bank debt balances for the periods indicated.

(\$000's)	Term Loan Facility 1	Term Loan Facility 2	Term Loan Facility 3	Revolving loan facility	Bank debt
<b>Balance, January 1, 2024</b>	<b>20,977</b>	-	-	<b>7,000</b>	<b>27,977</b>
(Repayments) advances	(6,000)	9,747	-	3,000	6,747
Accretion	16	51	-	-	67
<b>Balance, December 31, 2024</b>	<b>14,993</b>	<b>9,798</b>	-	<b>10,000</b>	<b>34,791</b>
(Repayments) advances	(3,000)	-	29,423	-	26,423
Accretion	-	36	339	-	375
<b>Balance, June 30, 2025</b>	<b>11,993</b>	<b>9,834</b>	<b>29,762</b>	<b>10,000</b>	<b>61,589</b>
Current	6,000	2,500	1,429	-	9,929
Non-current	5,993	7,334	28,333	10,000	51,660
<b>Bank debt balance</b>	<b>11,993</b>	<b>9,834</b>	<b>29,762</b>	<b>10,000</b>	<b>61,589</b>

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

Touchstone's bank debt is secured by a pledge of equity interests and fixed and floating charges over all present and after acquired assets of its three Trinidad-based exploration and production subsidiaries. The Loan Agreement includes customary representations and warranties, affirmative and negative covenants, events of default, and annual financial covenant requirements, all assessed on a consolidated basis and unchanged from December 31, 2024. As at June 30, 2025, the Company was compliant with all covenants under the Loan Agreement.

Based on current forecasts, the Company forecasts a potential breach of the net senior funded debt to trailing annual EBIDA ratio as a result of the \$12.5 million convertible debenture completed on August 13, 2025 (refer to Notes 1 and 21).

Under the terms of the Loan Agreement, Touchstone is required to raise not less than approximately \$7.3 million in equity proceeds on or before December 31, 2025 (refer to Note 21).

In addition, the Loan Agreement requires the Company to maintain a cash reserves balance in respect of the three term loan facilities. Accordingly, \$2,758,000 of cash has been classified as long-term restricted cash as at June 30, 2025 (December 31, 2024 - \$924,000).

### 11. Decommissioning Liabilities and Abandonment Fund

The Company's decommissioning liabilities were determined by Management based on Touchstone's net ownership interest in all wells and facilities, estimated future costs to reclaim and abandon these assets, and the estimated timing of such expenditures.

As at June 30, 2025, the estimated net present value of the future cash flows required to settle the Company's decommissioning liabilities was \$14,812,000 based on an inflation-adjusted undiscounted liability of \$22,254,000 (December 31, 2024 - \$9,985,000 and \$15,197,000, respectively). The liabilities were calculated using a weighted average risk-free discount rate of 5.6 percent and a long-term inflation rate of 1.9 percent (December 31, 2024 - 5.5 percent and 1.9 percent, respectively).

The following table summarizes the changes in the Company's estimated decommissioning liability for the periods presented.

(\$000's)	Six months ended June 30, 2025	Year ended December 31, 2024
<b>Balance, beginning of period</b>	<b>9,985</b>	9,733
Liabilities incurred from development activities	179	407
Liabilities acquired on close of Acquisition (Note 5)	2,468	130
Liabilities settled	-	(19)
Accretion expense	151	226
Revisions to estimates	2,000	(282)
Dispositions	-	(166)
Effect of change in foreign exchange rates	29	(44)
<b>Balance, end of period</b>	<b>14,812</b>	9,985

Under the terms of the Company's production and exploration licences and related agreements, Touchstone is required to make payments into designated abandonment funds based on production volumes. These funds are restricted for use in the future abandonment of wells within the respective licenced areas.

As at June 30, 2025, the Company recognized \$9,319,000 of accrued or contributed amounts as non-current abandonment fund assets (December 31, 2024 - \$2,965,000), which included \$6,009,000 of additional contributions acquired through the Acquisition (refer to Note 5).

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

### 12. Shareholders' Capital

#### Issued and outstanding common shares

The Company is authorized to issue an unlimited number of voting common shares without nominal or par value. Holders of common shares are entitled to one vote per share at meetings of shareholders and are entitled to receive any dividends declared by the Company.

The following table summarizes changes in the number of common shares outstanding and the related shareholders' capital for the periods presented.

	Number of shares outstanding	Shareholders' capital (\$000's)
<b>Balance, January 1, 2024</b>	<b>234,212,726</b>	<b>114,965</b>
Issued under share-based compensation plans	2,247,935	645
<b>Balance, December 31, 2024</b>	<b>236,460,661</b>	<b>115,610</b>
Issued pursuant to private placement, net of fees	24,636,585	5,221
<b>Balance, June 30, 2025</b>	<b>261,097,246</b>	<b>120,831</b>

On May 8, 2025, the Company announced a United Kingdom-based private placement to raise gross proceeds of £15,375,000 through the issuance of 75,000,000 new common shares at a price of 20.5 pence sterling per share (approximately C\$0.38 per share). On May 16, 2025, the Company issued 75,000,000 common shares to the broker's settlement agent, to be held in trust pending receipt of proceeds.

In May 2025, the Company received gross proceeds of £5,051,000 (\$6,746,000) and issued an aggregate of 24,636,585 common shares to investors. Net proceeds from the private placement totalled \$5,221,000. As the remaining subscription proceeds were not received, the Company cancelled the balance of the private placement on June 30, 2025. As a result, 50,363,415 common shares were cancelled, reducing the total number of issued and outstanding common shares to 261,097,246.

#### Weighted average common shares

The following table presents the weighted average number of common shares used in the calculation of basic and diluted net (loss) earnings per share.

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Weighted average common shares outstanding - basic	248,643,588	234,959,160	242,585,779	234,585,943
Dilutive impact of equity-based compensation	-	1,404,512	-	1,865,241
<b>Weighted average common shares outstanding - diluted</b>	<b>248,643,588</b>	<b>236,363,672</b>	<b>242,585,779</b>	<b>236,451,184</b>

For the three and six months ended June 30, 2025, approximately 8.9 million share-based compensation awards were excluded from the diluted weighted average share calculation, as they were anti-dilutive (2024 - 10 million).

**Notes to the Interim Condensed Consolidated Financial Statements (unaudited)**

For the three and six months ended June 30, 2025 and 2024

**13. Petroleum and Natural Gas Sales**

The Company generates its primary revenue through the sale of crude oil, natural gas liquids, and natural gas. Revenue from the sale of crude oil, natural gas liquids and natural gas delivered to state-owned Heritage and the National Gas Company of Trinidad and Tobago is recognized at the point of delivery, based on contractually agreed pricing mechanisms.

Revenue from natural gas sales to Atlantic LNG is recognized when legal title transfers at the inlet of the processing facility. At the time of delivery, revenue is estimated based on the applicable marketing arrangement and is subsequently adjusted when the product is lifted and final pricing is determined.

The following table presents petroleum and natural gas sales by product type for the periods indicated.

(\$000's)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Crude oil	6,081	7,759	12,760	15,183
Natural gas liquids	676	680	898	2,337
Natural gas	4,250	5,651	8,462	13,154
<b>Petroleum and natural gas sales</b>	<b>11,007</b>	<b>14,090</b>	<b>22,120</b>	<b>30,674</b>

At June 30, 2025, accounts receivable related to petroleum and natural gas sales totalled \$7,819,000, representing amounts outstanding for May and June 2025 production (December 31, 2024 - \$4,334,000 related to December 2024 production).

**14. Net Finance Expense**

(\$000's)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Interest income	(30)	(8)	(50)	(13)
Finance lease interest income	(6)	(7)	(12)	(15)
Lease liability interest expense (Note 8)	127	86	267	186
Bank debt interest expense (Note 10)	924	610	1,581	1,145
Accretion on bank debt (Note 10)	360	12	375	14
Accretion on decommissioning liabilities (Note 11)	86	55	151	109
Other	52	13	20	14
<b>Net finance expense</b>	<b>1,513</b>	<b>761</b>	<b>2,332</b>	<b>1,440</b>

**15. Transaction expense**

For the three and six months ended June 30, 2025, Touchstone incurred \$166,000 and \$302,000 in transaction costs pursuant to the Acquisition, respectively (refer to Note 5). The Company recognized \$840,000 and \$1,220,000 in transaction expenses relating to a terminated acquisition during the three and six months ended June 30, 2024, respectively.



## 16. Share-based Compensation Plans

The Company maintains share-based compensation plans to align the interests of employees, directors and officers with those of shareholders and to attract and retain key personnel.

### Stock option plans

The Company previously granted stock options under a Stock Option Plan (the "Legacy Stock Option Plan"), which was replaced by an Omnibus Incentive Compensation Plan (the "Omnibus Plan") in June 2023. The Omnibus Plan allows for the issuance of stock options, restricted share units ("RSUs"), and performance share units ("PSUs") to directors, officers, employees, and consultants. The aggregate number of common shares reserved for issuance under both the Legacy Stock Option Plan and the Omnibus Plan at any time is limited to 10 percent of the Company's issued and outstanding common shares. No additional grants will be made under the Legacy Stock Option Plan; however, existing awards governed by the plan will continue to vest in accordance with their original terms.

Unless otherwise determined by the Board, stock option vest in one-third instalments on each of the first three anniversaries of the grant date, subject to continued service. Stock options expire five years from the date of grant and entitle the holder to purchase one common share at the grant exercise price. Equity-settled share-based compensation expense is recognized over the vesting period.

The following table summarizes stock option activity for the periods presented.

	Number of stock options outstanding	Weighted average exercise price (C\$)
<b>Issued and outstanding, January 1, 2024</b>	14,327,935	1.10
Exercised	(2,247,935)	0.25
Forfeited	(349,000)	1.52
<b>Issued and outstanding, December 31, 2024</b>	<b>11,731,000</b>	<b>1.25</b>
Forfeited	(748,667)	1.37
Expired	(2,052,000)	0.48
<b>Issued and outstanding, June 30, 2025</b>	<b>8,930,333</b>	<b>1.42</b>
<b>Exercisable, June 30, 2025</b>	<b>6,793,002</b>	<b>1.50</b>

### Long-term incentive plans

#### Share awards plan

Share awards in the form of RSUs and PSUs are granted under the Omnibus Plan to executive officers and key employees. Unless otherwise approved by the Board, RSUs vest in equal one-third tranches on each of the first three anniversaries of the grant date. PSU awards cliff vest on the third anniversary of the grant date and are subject to a performance multiplier ranging from zero times to 1.75 times based on achievement of predefined corporate performance targets set by the Board over the vesting period. RSU awards are fixed while the number of PSUs earned is variable.

Each RSU and PSU award may, at the Board's discretion, be settled in common shares, cash, or a combination thereof. Currently, all share awards are classified as cash settled. Cash-settled awards are measured at fair value based on the Company's closing common share price as at the reporting date and are recognized over the vesting period. PSU liabilities are further adjusted based on the estimated performance multiplier. A forfeiture rate of 5 percent is applied on grant and updated to reflect actual forfeitures.



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### Deferred share unit plan

The Company offers a deferred share unit ("DSU") plan to non-employee directors. DSUs vest immediately upon grant but may only be redeemed after the director ceases to be a member of the Board. DSUs are settled in cash based on the market price of the Company's common shares at the time of redemption. DSU liabilities are measured at fair value based on the Company's closing share price at each reporting date.

The following table summarizes outstanding awards for the periods presented.

<i>(number of awards outstanding)</i>	<b>RSUs</b>	<b>PSUs<sup>(1)</sup></b>	<b>DSUs</b>
<b>Issued and outstanding, January 1, 2024</b>	-	-	-
Granted	1,447,780	1,397,780	977,332
<b>Issued and outstanding, December 31, 2024</b>	<b>1,447,780</b>	<b>1,397,780</b>	<b>977,332</b>
Forfeited	(39,063)	(39,063)	-
<b>Issued and outstanding, June 30, 2025</b>	<b>1,408,717</b>	<b>1,358,717</b>	<b>977,332</b>

Note:

(1) PSU figures are presented based on the number of notional units granted, before application of any performance multiplier.

### Share-based compensation expense

The following table summarizes share-based compensation expense in the periods indicated.

<i>(\$000's)</i>	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Equity-settled compensation (stock options)	14	323	149	736
Cash-settled compensation (RSUs, PSUs and DSUs)	(92)	-	(50)	-
Capitalized expense	(5)	(14)	(18)	(26)
<b>Share-based compensation expense</b>	<b>(83)</b>	<b>309</b>	<b>81</b>	<b>710</b>

### Share-based compensation liabilities

The following table summarizes changes in share-based compensation liabilities for the periods presented.

<i>(\$000's)</i>	<b>Six months ended June 30, 2025</b>	<b>Year ended December 31, 2024</b>
<b>Balance, beginning of period</b>	<b>500</b>	-
Liability incurred from grant of DSUs	-	429
Increase in liability related to RSUs and PSUs	192	253
Fair value adjustments	(243)	(154)
Effect of change in foreign exchange rates	31	(28)
<b>Balance, end of period</b>	<b>480</b>	<b>500</b>
Current (included in accounts payable and accrued liabilities)	318	383
Non-current	162	117
<b>Share-based compensation liabilities balance</b>	<b>480</b>	<b>500</b>

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2025 and 2024

### 17. Income Taxes

The following provides a reconciliation of the income tax (recovery) expense based on applying the combined statutory Trinidad and Tobago petroleum tax and unemployment levy rates to net (loss) earnings before income taxes.

(\$000's unless otherwise stated)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net (loss) earnings before taxes	(1,444)	3,464	(1,275)	7,196
Combined Trinidad statutory petroleum income tax and levy rate	55.0%	55.0%	55.0%	55.0%
Expected income tax (recovery) expense at statutory rate	(794)	1,905	(701)	3,958
Effect on income tax resulting from:				
Change in tax assets not recognized	26	(2,685)	(650)	(5,372)
Income tax rate differential	1,199	(305)	1,228	(809)
Effect of change in foreign exchange rates and other	(1,165)	1,210	(483)	2,452
<b>Income tax (recovery) expense</b>	<b>(734)</b>	<b>125</b>	<b>(606)</b>	<b>229</b>

The Company's net deferred income tax liability relates to its Trinidad-based subsidiaries. The following table outlines the components of the net deferred income tax liability for the periods presented.

(\$000's)	Six months ended June 30, 2025	Year ended December 31, 2024
<b>Deferred income tax liabilities</b>		
PP&E in excess of income tax basis	50,413	29,618
Other	(76)	67
<b>Deferred income tax assets</b>		
Decommissioning liabilities	(3,145)	(636)
Lease liabilities	(2,368)	(2,734)
Non-capital losses	(1,834)	(1,575)
Intercompany interest	(7,127)	(6,816)
<b>Net deferred income tax liability</b>	<b>35,863</b>	<b>17,924</b>

The June 30, 2025 net deferred income tax liability increased by \$17,939,000 from December 31, 2024. The increase primarily reflected the \$18,797,000 deferred income tax liability recognized in connection with the Acquisition (refer to Note 5). In addition, \$85,000 and \$943,000 of deferred income tax recoveries were recognized through equity and comprehensive loss, respectively, during the six months ended June 30, 2025.

Tax legislation, regulations, and interpretations continue to evolve in the jurisdictions where the Company operates. As a result, income tax matters are subject to ongoing review. Management believes that the provision for income taxes is adequate.

### 18. Financial Instruments and Market Risk Management

#### Financial instruments

The classification of financial assets is determined based on the characteristics of their contractual cash flows. Financial assets and liabilities are initially recognized at fair value, which is typically the transaction price net of directly attributable transaction costs, unless the instrument contains a significant financing component.

As at June 30, 2025, the Company's financial instruments measured at amortized cost included accounts receivable, restricted cash, accounts payable and accrued liabilities, and income taxes payable. Due to the short-term nature of these instruments, their carrying values approximate their fair values.

VAT bonds were classified as fair value through profit and loss and were categorized as Level 2 within the fair value hierarchy. The estimated fair value of these bonds was based on observable market data for comparable instruments and has remained unchanged since the issuance date.

### **Market risk management**

The Company is exposed to various financial and market risks inherent in international oil and natural gas operations. These include commodity price risk, foreign exchange rate risk, interest rate risk, equity price risk, credit risk (refer to Note 3), and liquidity risk (refer to Note 8). Touchstone continuously monitors these risks and implements strategies to mitigate them through internal controls and proactive financial management. Cash flow management is central to the Company's risk strategy, and material changes in business conditions are reviewed with the Board to establish appropriate risk mitigation guidelines.

#### *Commodity price risk*

Touchstone's financial performance is dependent on prices received for crude oil, natural gas liquids, and natural gas production. Fluctuations in commodity prices may significantly impact comprehensive income or loss and cash flows. While the Company does not currently hedge this risk - partially due to a fixed-price natural gas contract on a portion of production - Management continuously monitors forward commodity prices and may enter into future commodity price risk management contracts to reduce petroleum and natural gas sales volatility and support capital planning.

#### *Foreign currency risk*

The Company is exposed to foreign exchange risk through financial assets and liabilities denominated in foreign currencies. Touchstone's policy is to manage foreign currency exposure by matching revenue and expenditures in the same currency where feasible. The Company does not currently employ foreign exchange hedging strategies.

As operations are based in Trinidad, changes in the TT\$ to the US\$ exchange rate can materially affect financial results. Although crude oil prices are based on US\$ benchmarks, the majority of related invoices are paid in TT\$, creating exposure to TT\$/US\$ movements. Further exposure arises from US\$-denominated debt and associated interest payments. This risk is partially mitigated as the TT\$ has historically been informally pegged to the US\$. Additionally, sales of natural gas and natural gas liquids are denominated and paid in US\$.

The Company is also exposed to foreign exchange fluctuations on C\$ and pound sterling-denominated balances, as well as on general and administration expenses incurred at its Canadian head office and to maintain its AIM listing in the United Kingdom. Material movements in C\$/US\$ or GBP/US\$ exchange rates could impact the Company's reported results.

#### *Interest rate risk*

Interest rate risk arises from the potential for changes in market interest rates to affect the Company's comprehensive income or loss and cash flows. Touchstone is exposed to interest rate fluctuations on its Term Loan Facilities 2 and 3, and its revolving loan facility, as the applicable interest rates are reset annually based on the one-year Secured Overnight Financing Rate (refer to Note 10).

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### Equity price risk

The Company is exposed to equity price risk related to the valuation of share-based compensation awards issued under its Omnibus Plan and Deferred Share Unit Plan. These awards are classified as cash-settled and are remeasured at each reporting date based on Touchstone's common share price. Accordingly, fluctuations in the share price may increase or decrease share-based compensation expense and ultimately affect the cash settlement obligation.

## 19. Capital Management

Touchstone actively manages its capital structure and adjusts it in response to changes in economic conditions and the risk characteristics of its underlying assets. The Company defines its capital structure to include shareholders' equity, working capital, and bank debt. Touchstone primarily finances its operations and strategic initiatives through equity issuances and bank debt.

The Company considers funds flow from operations to be a key measure of both capital management and operating performance, as it reflects Touchstone's ability to fund capital expenditures and service debt obligations. Management believes that excluding the temporary impact of changes in non-cash operating working capital provides a more representative measure of recurring cash generation capacity.

As part of its capital management framework, the Company monitors working capital, net debt, and managed capital to assess liquidity and financial flexibility. These measures are defined as follows:

- Working capital is calculated as current assets minus current liabilities, as presented in the consolidated balance sheet.
- Net debt is calculated as the working capital surplus or deficit plus the principal (undiscounted) balance of non-current senior secured debt. Net debt is most directly comparable to total liabilities on the Company's consolidated balance sheet.
- Managed capital is defined as the sum of net debt and shareholders' equity.

Touchstone's long-term strategy is to maintain a net debt to trailing twelve-month funds flow from operations ratio of 2.0 times or less under normalized commodity price conditions. This ratio may temporarily exceed the target due to higher capital investment, acquisitions, or weaker commodity prices. The Company also monitors its net debt to managed capital ratio, with a long-term target of less than 0.4 to 1, reflecting its strategy to prioritize equity over debt financing. The following table presents Touchstone's internal capital management metrics for the periods indicated.

(\$000's)	Target measure	June 30, 2025	December 31, 2024
Current assets		(37,048)	(22,151)
Current liabilities		48,864	23,510
Working capital deficit <sup>(1)</sup>		11,816	1,359
Principal balance of non-current bank debt		52,071	27,750
Net debt <sup>(1)</sup>		63,887	29,109
Shareholders' equity		73,914	68,828
Managed capital <sup>(1)</sup>		137,801	97,937
Trailing twelve-month funds flow from operations <sup>(2)</sup>		10,651	16,748
<b>Net debt to funds flow from operations ratio<sup>(1)</sup></b>	At or < 2.0 times	<b>6.00</b>	1.74
<b>Net debt to managed capital ratio<sup>(1)</sup></b>	< 0.4 times	<b>0.46</b>	0.30

Notes:

(1) Non-IFRS capital management measures and ratios and therefore may not be comparable to calculations of similar measures disclosed by other entities.

(2) Trailing twelve-month funds flow from operations as at June 30, 2025 comprises the sum of funds flow from operations for the six months ended June 30, 2025, and the six-month period from July 1, 2024 through December 31, 2024.

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### 20. Commitments

Touchstone has contractual obligations incurred in the normal course of business. These include minimum work commitments under operating agreements with Heritage, licence payments and exploration commitments pursuant to its exploration and production licences with the Government of Trinidad and Tobago Ministry of Energy and Energy Industries, and various lease obligations (refer to Note 9). The following table summarizes the Company's estimated minimum contractual payments as at June 30, 2025.

(\$000's)	Total	Estimated payments due by year			
		2025	2026	2027	Thereafter
Operating agreements	22,460	8,207	2,335	5,171	6,747
Exploration agreements	61,242	1,762	11,726	11,930	35,824
Other commitments	558	203	264	73	18
<b>Minimum payments</b>	<b>84,260</b>	<b>10,172</b>	<b>14,325</b>	<b>17,174</b>	<b>42,589</b>

Under the terms of its operating agreements with Heritage, the Company is obligated to fulfill minimum annual work commitments over the term of each licence. With respect to these obligations, Touchstone is required to drill six development wells prior to December 31, 2025.

In addition, the Company is committed to drilling a total of ten exploration wells on its various exploration blocks by the end of 2029.

### 21. Subsequent Event

#### Convertible Debenture Offering

The Company closed a private placement of a secured convertible debenture and warrants (the "Offering"), with a Canadian private investor and existing shareholder on August 13, 2025, raising gross proceeds of \$12,500,000. Net proceeds from the Offering are intended to fund the remaining 2025 Cascadura development drilling program and to reduce outstanding accounts payable.

The convertible debenture has a three-year term and bears interest at a rate of 5 percent per annum, payable semi-annually. The debenture is convertible into common shares of the Company at any time prior to maturity at a conversion price of approximately US\$0.22 per share at the holder's option, representing the US dollar equivalent of C\$0.30 per share at the date of issuance. At the holder's option, interest may be paid in cash or in Company common shares, with the number of shares determined based on the market price of the common shares and prevailing exchange rate at the time of payment, subject to TSX approval.

As part of the Offering, the Company issued 6,250,000 common share purchase warrants, each exercisable to acquire one Company common share at an exercise price of C\$0.40 per share for a period of two years from the date of issuance.

The Company received written confirmation from its lender that the proceeds from the Offering satisfy an equivalent portion of the equity raise requirement pursuant to Loan Agreement. As a result, the Company is required to raise an additional \$7.3 million in net equity proceeds on or before December 31, 2025 to remain in compliance with the terms of the Loan Agreement.



## Corporate Information

### Directors

**Kenneth R. McKinnon**

*Chair of the Board*

**Paul R. Baay**

**Priya Marajh**

**Peter Nicol**

**Beverley Smith**

**Stanley T. Smith**

### 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

**Touchstone Exploration Inc.**

4100, 350 7th Avenue SW

Calgary, Alberta, Canada

T2P 3N9

### Registered Office

3700, 400 3rd Avenue SW

Calgary, Alberta, Canada

T2P 4H2

### Operating Office

**Touchstone Exploration  
(Trinidad) Ltd.**

Unit 416A, South Park Plaza

Tarouba Link Road

San Fernando, 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**

London, United Kingdom

### UK Joint Broker

**Canaccord Genuity**

London, United Kingdom

### UK Public Relations

**FTI Consulting**

London, United Kingdom