



PETROTAL CORP.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 19, 2024**

AND

MANAGEMENT INFORMATION CIRCULAR

MAY 8, 2024

PETROTAL CORP.

**NOTICE OF ANNUAL GENERAL MEETING
OF THE HOLDERS OF COMMON SHARES
TO BE HELD ON JUNE 19, 2024**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) in the capital of PetroTal Corp. (the “**Corporation**”) will be held at the offices of Stikeman Elliott LLP, Suite 4200, 888 3rd St SW, Calgary, Alberta T2P 5C5 on June 19, 2024 at 10:00 a.m. (Calgary time), for the following purposes:

1. to receive the financial statements for the year ended December 31, 2023, together with the report of the auditors thereon;
2. to fix the number of directors to be elected at eight (8);
3. to elect directors for the ensuing year;
4. to reappoint the auditors of the Corporation to hold office until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Only Shareholders of record at the close of business on May 3, 2024 (the “**Record Date**”) are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat, unless, after the Record Date, a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed share certificates or otherwise establishing that he or she owns such Common Shares, requests, not later than 10 days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote such Common Shares, in which case such transferee shall be entitled to vote such Common Shares, as the case may be, at the Meeting.

Shareholders are requested to date and sign the enclosed form of proxy and return it to the Corporation’s agent, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in the enclosed envelope provided for that purpose. Alternatively, Shareholders may complete their proxy online at www.investorvote.com by following the instructions provided on the form of proxy. In order to be valid, proxies must be received by 10:00 a.m. (Calgary time) on or prior to the second last business day preceding the day of the Meeting or any adjournment thereof or deposited with the Chair of the Meeting by email at cmcallister@petrotal-corp.com on the day of the Meeting prior to the commencement of the Meeting.

The Information Circular relating to the business to be conducted at the Meeting accompanies this Notice.

Houston, Texas

May 8, 2024

BY ORDER OF THE BOARD OF DIRECTORS

“Manuel Pablo Zúñiga-Pflücker”

Manuel Pablo Zúñiga-Pflücker
Director, President and Chief Executive Officer

PETROTAL CORP.
Suite 310, 16200 Park Row
Houston, Texas 77084

**MANAGEMENT INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL MEETING OF
THE HOLDERS OF COMMON SHARES
OF PETROTAL CORP.
TO BE HELD ON JUNE 19, 2024**

Dated: May 8, 2024

PURPOSE OF SOLICITATION

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of PetroTal Corp. (the “Corporation”) for use at the annual general meeting of the holders (the “Shareholders”) of the common shares (the “Common Shares”) in the capital of the Corporation to be held at the offices of Stikeman Elliott LLP, Suite 4200, 888 3rd St SW, Calgary, Alberta T2P 5C5, on June 19, 2024 at 10:00 a.m. (Calgary time), and any adjournment or adjournments thereof (the “Meeting”) for the purposes set forth in the Notice of Annual General Meeting (the “Notice of Meeting”) accompanying this Information Circular.

RECORD DATE

The Shareholders of record on May 3, 2024 (the “Record Date”) are entitled to notice of, and to attend and vote at, the Meeting except to the extent that:

1. such person transfers his or her Common Shares after the Record Date; and
2. the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes his or her ownership to the Common Shares and makes a demand to the registrar and transfer agent of the Corporation, not later than 10 days before the Meeting, that his or her name be included on the shareholders’ list for the Meeting.

Any registered Shareholder of the Corporation (a “Registered Shareholder”) at the close of business on the Record Date who delivers a proxy will be entitled to have his or her Common Shares voted at the Meeting. However, a person appointed under a form of proxy will be entitled to vote the Common Shares represented by that form only if it is effectively delivered in the manner set out under the heading “Proxy Information - Completion of Proxies”.

PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies is made on behalf of the management of the Corporation. The costs incurred in the preparation of the enclosed form of proxy (the “Form of Proxy”), Notice of Meeting and this Information Circular and costs incurred in the solicitation of proxies will be borne by the Corporation. Solicitation of proxies will be primarily by mail, but may also be in person, by telephone or by electronic means.

Completion of Proxies

The Form of Proxy affords Shareholders or intermediaries an opportunity to specify that the Common Shares registered in their name shall be voted for or against or withheld from voting in respect of certain matters as specified in the accompanying Notice of Meeting.

The persons named in the enclosed Form of Proxy are Manuel Pablo Zúñiga-Pflücker, the President and Chief Executive Officer of the Corporation, and Camilo McAllister, the Executive Vice President and Chief Financial Officer of the Corporation.

A REGISTERED SHAREHOLDER OR AN INTERMEDIARY HOLDING COMMON SHARES ON BEHALF OF AN UNREGISTERED SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON THEIR BEHALF AT THE MEETING, IN THE PLACE OF THE PERSONS DESIGNATED IN THE FORM OF PROXY FURNISHED BY THE CORPORATION. TO EXERCISE THIS RIGHT, THE SHAREHOLDER OR INTERMEDIARY SHOULD STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE FORM OF PROXY AND INSERT THE NAME OF THEIR NOMINEE IN THE BLANK SPACE PROVIDED, OR SUBMIT ANOTHER APPROPRIATE PROXY.

A proxy must be dated and signed by the Registered Shareholder or by his or her attorney authorized in writing or by the intermediary. In the case of a Shareholder that is a corporation, the proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation with proof of authority accompanying the proxy.

In order to be effective, the proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarial certified copy thereof, must be mailed or completed online at www.investorvote.com so as to be deposited at the office of the Corporation's agent, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than 10:00 a.m. (Calgary time) on the second last business day preceding the day of the Meeting or any adjournment thereof or deposited with the Chair of the Meeting by email at cmcallister@petrotal-corp.com on the day of the Meeting prior to the commencement of the Meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. If a proxy is not dated, it will be deemed to bear the date on which it was mailed by management of the Corporation.

Appointment and Revocation of Proxies

A Registered Shareholder or intermediary who has submitted a proxy may revoke it by instrument in writing executed by the Registered Shareholder or intermediary or his or her attorney authorized in writing, or, if the Registered Shareholder is a corporation, under its corporate seal and executed by a director, officer or attorney thereof duly authorized, and deposited either: (a) with the Corporation at its offices or at the office of the Corporation's agent, Computershare Trust Company of Canada, at any time prior to 10:00 a.m. (Calgary time) on the second last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or (b) with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting, and upon such deposit the previous proxy is revoked.

Exercise of Discretion by Proxies

A Registered Shareholder or intermediary may indicate the manner in which the persons named in the enclosed Form of Proxy are to vote with respect to any matter by checking the appropriate space. On any poll, those persons will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the directions, if any, given in the Form of Proxy. If the Registered Shareholder or intermediary wishes to confer a discretionary authority with respect to any matter, the space should be left blank. **IN SUCH INSTANCE, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.**

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters

which may properly come before the Meeting. At the time of printing of this Information Circular, management of the Corporation knows of no such amendment, variation or other matter. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies in favour of management nominees will be voted on such matters in accordance with the best judgment of the management nominees.

Notice-and-Access

The Corporation has elected to use the “notice-and-access” provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

The Corporation will use procedures known as “stratification” in relation to its use of the Notice-and-Access Provisions, meaning that Registered Shareholders will receive a paper copy of the Information Circular and other relevant information whereas Shareholders who do not own Common Shares in their own name (“**Beneficial Shareholders**”) will be mailed a notification of availability of Meeting materials directing them to those websites where they can access the Information Circular and other relevant information (the “**Notice-and-Access Notification**”).

The Corporation anticipates that notice-and-access will directly benefit the Corporation through substantial reductions in postage and printing costs. The Corporation believes that notice-and-access is also environmentally responsible to the extent that it decreases the large volume of paper documents generated by printing proxy-related materials.

The Corporation will be delivering the Notice-and-Access Notification to non-objecting Beneficial Shareholders directly with the assistance of Broadridge Financial Solutions, Inc. (“**Broadridge**”). Management does not intend to pay for intermediaries to forward the Notice-and-Access Notification to Beneficial Shareholders who have objected to their intermediary/broker disclosing ownership information about them pursuant to applicable securities laws (“**Objecting Beneficial Shareholders**”). Consequently, an Objecting Beneficial Shareholder will not receive the Notice-and-Access Notification unless the Objecting Beneficial Shareholder’s intermediary/broker assumes the cost of delivery.

Shareholders with questions about notice-and-access can call Broadridge Financial Solutions, Inc. toll free at 1-855-887-2244.

In order to receive a paper copy of this Information Circular and other relevant information, requests by Beneficial Shareholders may be made up to one year from the date the Information Circular was filed on System for Electronic Document Analysis and Retrieval Plus (“**SEDAR+**”) by: (i) mailing a request to the Corporation at Suite 310, 16200 Park Row, Houston, Texas 77084; (ii) calling Broadridge toll free at 1-877-907-7643; (iii) online at the Corporation’s website: www.petrotal-corp.com. The Corporation estimates that a Shareholder’s request for paper copies of the Information Circular and other relevant information will need to be received prior to June 5, 2024, in order for such Shareholder to have sufficient time to receive and review the materials requested and return the completed Form of Proxy by the due date set out under the heading “*Completion of Proxies*” in this Information Circular.

Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to Beneficial Shareholders. Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common 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). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate individuals.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of security holders meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of that broker) is typically similar to the Form of Proxy provided to Registered Shareholders by the Corporation. However, the purpose of the broker's form of proxy is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically asks Beneficial Shareholders to return voting instruction forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The Broadridge voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder's broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote such Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent) well in advance of the Meeting.

If you have any questions respecting the voting of Common Shares held through an intermediary, please contact that intermediary for assistance.

VOTING OF COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 914,927,048 fully paid and non-assessable Common Shares issued and outstanding. The holders of the Common Shares are entitled to receive notice of all meetings of Shareholders and to attend and vote the Common Shares at all such meetings. Each Common Share carries with it the right to one vote.

The bylaws of the Corporation provide that if two persons holding not less than 10% of the issued Common Shares entitled to vote are present in person or are represented by proxy, a quorum for the purposes of conducting a shareholders meeting is constituted.

Any Registered Shareholder at the close of business on May 3, 2024, being the Record Date, who completes and delivers a proxy will be entitled to vote or have his or her Common Shares voted at the Meeting. However, a person appointed under a form of proxy will be entitled to vote the Common Shares represented by that form only if it is effectively delivered in the manner set out under the heading "*Completion of Proxies*".

To the best of the knowledge of the directors and executive officers of the Corporation, as at the date hereof, the following persons or companies beneficially owned, directly or indirectly, or exercised control or direction over, voting securities of the Corporation carrying more than 10% of the voting rights attached to the Common Shares:

<u>Name</u>	<u>Number of Common Shares Held</u>	<u>Percentage of Total Issued and Outstanding Common Shares</u>
YF Finance Limited <i>Hong Kong</i>	152,879,100	16.7%
Kite Lake Capital Management <i>United Kingdom</i>	115,513,226	12.7%

MATTERS TO BE CONSIDERED AT THE MEETING

The Shareholders of the Corporation will be asked to consider and, if deemed appropriate:

- (a) by ordinary resolution, to fix the Board at eight (8) members;
- (b) by ordinary resolution, to elect the directors of the Corporation;
- (c) by ordinary resolution, to appoint auditors for the ensuing year and to authorize the directors of the Corporation to fix their remuneration; and
- (d) to transact such other business as may properly come before the Meeting or any adjournments thereof.

Additional detail regarding each of the matters to be acted on at the Meeting is contained below.

FIXING NUMBER OF DIRECTORS

At the Meeting, it is proposed that the number of directors to be elected to hold office until the next annual meeting or until their successors are elected or appointed, subject to the articles of the Corporation, be set at eight (8).

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of setting the number of directors to be elected at the Meeting at eight (8).

ELECTION OF DIRECTORS

Action is to be taken at the Meeting with respect to the election of directors. Shareholders will be asked to pass an ordinary resolution at the Meeting to elect, as directors, the nominees whose names are set forth in the table 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 the Shareholders or until his successor is duly elected or appointed, unless his office is vacated earlier in accordance with the Corporation's bylaws.

The Board adopted an amended majority voting policy (the "**Majority Voting Policy**") effective February 1, 2023, pursuant to which any director who is not elected by at least a majority (50% + 1) of votes cast with respect to his or her election will be considered by the Board not to have received the support of the Shareholders. Such a nominee must immediately tender his or her resignation to the Board. The Board will be expected to accept the resignation except in situations in which exceptional circumstances warrant the applicable director continuing to serve on the Board as permitted in accordance with the applicable policies and staff notices of the Toronto Stock Exchange (the "**TSX**"). The Board will promptly disclose its decision whether to accept the director's resignation offer including the reasons for rejecting the resignation offer, if

applicable, by issuing a news release. Any director who tenders his or her resignation pursuant to the Majority Voting Policy may not participate in any portion of a meeting of the Board (or, if applicable, any committee of the Board, if he or she is a member of that committee) to consider the decision whether to accept such director's resignation.

Shareholders should note that, as a result of the Majority Voting Policy, a "withhold" vote is effectively the same as a vote against a director nominee in an uncontested election. A copy of the Majority Voting Policy, as amended, is included as Schedule "A" to the information circular of the Corporation dated May 3, 2023, which is available under the Corporation's SEDAR+ profile at www.sedarplus.ca.

Any Shareholder who wishes to nominate an additional director can do so by submitting to the Executive Vice President and Chief Financial Officer of the Corporation the information required by the advance notice provisions in the Corporation's bylaws, including the nominees' names, backgrounds, qualifications and experience. The advance notice provisions require that a Shareholder give the Corporation advance notice of any proposal to nominate directors for election to the Board. If a nomination is to be presented at an annual meeting of Shareholders, the notice must be given between 30 and 65 days in advance of the meeting; provided that if the annual meeting is to be held less than 50 days after the Corporation announces the meeting date, the notice must, in those circumstances, be given within 10 days of the meeting announcement. If a nomination is to be presented at a special meeting of Shareholders (that is not also an annual meeting) where one of the items of business is the election of directors, then the notice must be given within 15 days of the meeting announcement. No person nominated by a Shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the advance notice provisions. The Board may, in its sole discretion, waive any requirement of the advance notice provisions. A copy of the advance notice provisions is included in the amended management information circular of the Corporation dated May 9, 2013 (a copy of which is available under the Corporation's profile on the SEDAR+ website at www.sedarplus.ca).

The Corporation is required by applicable corporate and securities legislation to have an Audit Committee comprised of members of the Board that are considered "financially literate" and a majority of which are considered "independent", as such terms are defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The Corporation has also established: (a) a Corporate Governance and Compensation Committee; (b) a Reserves Committee; and (c) a Health, Safety, Environment and Corporate Social Responsibility Committee (the "**HSES Committee**"), each comprised of members of the Board. Please see the discussion under the heading "*Corporate Governance Practices*". The present members of each committee of the Board are identified in the table below.

The following information relating to the nominees as directors is based partly on the records of the Corporation and partly on information received by the Corporation from the respective nominees, and sets forth the name and municipality of residence of the persons proposed to be nominated for election as directors, all other positions and offices within the Corporation now held by them, their principal occupations or employments, the periods during which they have served as directors of the Corporation and the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as at the date hereof.

Name and Residence	Positions Presently Held	Director Since⁽¹⁾	Principal Occupation for Previous Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled
Manuel Pablo Zúñiga-Pflücker ⁽³⁾ <i>Texas, USA</i>	Director, President, Chief Executive Officer and Corporate Secretary	Dec 18, 2017	President, Chief Executive Officer and Director of the Company since December 18, 2017. Prior thereto, President and Chairman of the Managers of PetroTal LLC since January 2016. Mr. Zúñiga-Pflücker founded and led BPZ Resources, Inc. ("BPZ") from 2001 to 2015. Petroleum engineer with more than 32 years' experience.	11,582,543 (1.3%)
Mark McComiskey ⁽²⁾⁽⁵⁾ <i>Connecticut, USA</i>	Director, Chair of the Board	Jul 5, 2016	Partner at AVAIO Capital, a firm that focuses on value-added infrastructure investment. Prior thereto, a partner at Prostar Capital's energy business and its successor firm, Vanwall Capital, LLC. Prior to Prostar, Co-Head of Private equity at First Reserve, a private equity firm focused on the energy industry.	- (0%)
Gavin Wilson ⁽²⁾⁽³⁾⁽⁴⁾ <i>Zurich, Switzerland</i>	Director	Jun 11, 2013	Advisor to Meridian Group of Companies, an investment company. Prior thereto, Mr. Wilson was the Founder and Manager of RAB Energy and RAB Octane listed Investment Funds from 2004 until 2011.	95,000 (0%)
Eleanor J. Barker ⁽⁵⁾ <i>Toronto, Canada</i>	Director	Dec 19, 2019	President of Barker Oil Strategies Inc. Prior thereto, Ms. Barker was a director of Sterling Resources Ltd. from 2014 to 2017. In addition to over 25 years experience in international oil and gas, she held various positions with Esso and Gulf Canada.	350,000 (0%)
Dr. Roger M. Tucker ⁽³⁾⁽⁴⁾ <i>London, England</i>	Director	Dec 19, 2019	President and CEO of Africa Oil Corp. Dr. Tucker has a PhD in Geology and over 35 years of diverse international oil and gas experience from Exxon, LASMO, Yukos and BG Group where he was a SVP of Europe. He was President of LASMO Latin America. He has served on the board of several companies and was recently Non-Executive Chairman of Viaro which completed several significant acquisitions.	- (0%)

Name and Residence	Positions Presently Held	Director Since⁽¹⁾	Principal Occupation for Previous Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled
Jon Harris ⁽²⁾⁽³⁾ <i>London, England</i>	Director	Sep 15, 2022	Since January 2021, has been CEO of Gulf Keystone Petroleum. Mr. Harris has over 30 year's experience in the oil and gas industry including almost 4 years at SASOL Limited, an integrated energy and chemicals company based in South Africa. Prior thereto, he spent 25 years with BG Group in various international roles, including Executive Vice President Technical and General Manager Production Operations.	- (0%)
Felipe Arbelaez Hoyos ⁽⁴⁾⁽⁵⁾ <i>London, England</i>	Director	Jul 6, 2023	Senior Vice President Hydrogen and Carbon Capture Systems for BP Energy in London. Prior responsibilities include developing and operating BP's associated renewable energy asset portfolio including solar and biofuels, onshore and offshore wind.	- (0%)
Emily Morris <i>London, England</i>	Director	Oct 12, 2023	Currently a private corporate finance consultant, having previously led the energy team for a number of investment banks in London. Ms. Morris's career spans equity research, fund management, sales, corporate broking and advisory across the energy and resources sectors. Ms. Morris brings over 20 years of experience in energy capital markets, M&A and ESG to the Board.	- (0%)

Notes:

- (1) All directors of the Corporation are elected to hold office until the next annual meeting of shareholders or until his or her successor is duly elected or appointed, unless his or her office is vacated earlier in accordance with the Corporation's bylaws.
- (2) Member of the Corporate Governance and Compensation Committee.
- (3) Member of the Reserves Committee.
- (4) Member of the HSES Committee.
- (5) Member of the Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

Except as provided herein, none of the above proposed directors are, or within 10 years prior to the date of this Information Circular have been, a director, Chief Executive Officer or Chief Financial Officer of any company that, while such person was acting in that capacity, was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

None of the above proposed directors are, or within 10 years prior to the date of this Information Circular have been, a director, Chief Executive Officer or Chief Financial Officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, 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.

Except as provided herein, none of the above proposed directors are, or within 10 years prior to the date of this Information Circular have been, a director or executive officer of any company that, while acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Zúñiga was an officer of BPZ, a corporation engaged in exploration, development and production of oil and gas in Peru. BPZ filed a voluntary petition for reorganization relief under Chapter 11 of the United States Bankruptcy Code on March 9, 2015.

Mr. Wilson was a director of Buccaneer Energy Ltd. ("**Buccaneer**"), a corporation engaged in exploration, development and production of oil and gas in the United States. Buccaneer filed a voluntary petition for reorganization relief under Chapter 11 of the *United States Bankruptcy Code* on May 31, 2014.

Personal Bankruptcies

None of the above proposed directors have, within 10 years prior to the date of this Information Circular, become bankrupt, made a proposal under any bankruptcy or insolvency legislation, been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Penalties and Sanctions

None of the above proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or have entered into a settlement agreement with a securities regulatory authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the election to the Board of those persons designated above as nominees for election as directors. The Board does not contemplate that any of such nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion, unless the Shareholder has specified in his proxy that his Common Shares are to be withheld from voting on the election of directors.

APPOINTMENT OF AUDITORS

The Shareholders will be asked to pass an ordinary resolution at the Meeting to appoint Deloitte LLP as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders, at such remuneration to be determined by the Board. Deloitte LLP was first appointed as the Corporation's auditors on January 22, 2018.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the appointment of Deloitte

Canada as auditors of the Corporation and to authorize the Board to fix the remuneration to be paid to the auditors.

OTHER MATTERS COMING BEFORE THE MEETING

The Board knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Common Shares represented by proxy solicited hereby will be voted on such matters in accordance with the best judgement of the person voting such proxy.

STATEMENT OF EXECUTIVE COMPENSATION

Pursuant to National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”), the Corporation is required to disclose certain information with respect to its compensation of executive officers and directors, as summarized below.

Compensation Discussion and Analysis

All currency amounts expressed herein, unless otherwise indicated, are expressed in United States dollars.

The following information relates to the Corporation’s financial year ended December 31, 2023.

For the purpose of this statement of executive compensation, a “CEO” or “CFO” means each individual who served as Chief Executive Officer or Chief Financial Officer, respectively, of the Corporation or acted in a similar capacity during the most recently completed financial year. A “Named Executive Officer” or “NEO” means: (a) each CEO, (b) each CFO, (c) each of the Corporation’s three most highly compensated executive officers or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than CAD\$150,000 for that financial year, and (d) any additional individuals who would be a NEO under subsection (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of the financial year.

Based on the foregoing definitions, the NEOs in respect of the year ended December 31, 2023, were: Manuel Pablo Zúñiga-Pflücker, President, Chief Executive Officer and Corporate Secretary; Douglas C. Urch, former Executive Vice President and Chief Financial Officer; Glen Priestley, Vice President Finance and Treasurer; Jose Contreras, appointed Senior Vice President, Operations on May 1, 2023; and Dewi Jones, former Vice President Exploration and Development. Between January 1, 2024 and the date hereof, Camilo McAllister was appointed as Executive Vice President and Chief Financial Officer effective April 24, 2024, becoming an NEO of PetroTal.

Compensation Philosophy, Objectives and Governance

The Corporate Governance and Compensation Committee, on behalf of the Board, monitors compensation for the executive officers and directors of the Corporation and is currently comprised of Messrs. McComiskey, Harris and Wilson. Mr. McComiskey is the Chair of the Corporate Governance and Compensation Committee. The Corporate Governance and Compensation Committee has the authority to engage and compensate, at the expense of the Corporation, any outside advisor that it determines to be necessary for the proper functioning of the committee.

The executive compensation program adopted by the Corporation and applied to its executive officers is designed to attract and retain qualified and experienced executives who will contribute to the success of the Corporation. The executive compensation program attempts to ensure that the compensation of the senior executive officers provides a competitive base compensation package and a strong link between corporate performance and compensation. Executive officers are motivated through the program to enhance long-term shareholder value.

Compensation Process

The Corporate Governance and Compensation Committee relies on the knowledge and experience of its members to set appropriate levels of compensation for the directors and NEOs. When determining NEO compensation, the Corporate Governance and Compensation Committee uses all data available to it to ensure that such compensation is set at a level that is both commensurate with the size of the Corporation, responsibilities of the particular NEO and retention of the NEOs, who are considered by the Corporate Governance and Compensation Committee to be essential to the success of the Corporation. The Corporate Governance and Compensation Committee did not update benchmarking for the purpose of establishing compensation levels relative to any predetermined level and did not compare its compensation to a specific peer group of companies. The last independent compensation benchmarking assessment was from 2023. The Corporate Governance and Compensation Committee reviews the various elements of the NEOs' compensation in the context of the total compensation package (including salary, incentive bonuses and awards of performance share units ("**PSUs**") and restricted share units ("**RSUs**", and together with PSUs as "**Share Units**") of the Corporation) and recommends the NEOs' compensation packages to the Board. The majority of each long-term incentive award is in performance-based equity where value creation depends on meeting metrics set for the performance period and increasing share price, which benefits all Shareholder.

The Corporate Governance and Compensation Committee has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's business plan and to evaluate the potential risks associated with those plans and programs. The Corporate Governance and Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation. The Corporate Governance and Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

Additional key risk mitigating features of PetroTal's executive compensation program include the following:

- pay-out value of PSUs is tied to certain key performance indicators relating to the Corporation's total shareholder return, net asset value and certain production and operational milestones as evaluated by the Corporate Governance and Compensation Committee and do not offer minimum guaranteed payouts, aligning executive compensation with Shareholder returns;
- a mix of fixed and variable compensation, and an appropriate weighting of long-term equity-based compensation;
- PSUs issued to the Officers vest at the end of three (3) years to reward achievement of long-term financial and relative share price performance objectives and enhance retention;
- clawback and Anti-Hedging Policies are in place; and
- executive officers are subject to share ownership guidelines in line with market practice.

Anti-Hedging Policy

The Corporation has adopted a written anti-hedging policy (the "**Anti-Hedging Policy**") that prohibits a NEO or director, among others, from purchasing financial instruments, including prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds, that are designed to or that may reasonably be expected to have the effect of hedging or offsetting a decrease in the market value of any securities of the Corporation.

The Anti-Hedging Policy has been implemented to ensure that directors, executive officers and employees of the Corporation are prohibited from hedging or monetizing transactions in order to lock in the value of their securities of the Corporation. Examples would include the entry into prepaid variable forward contracts,

instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds that have the effect of offsetting a decrease in the market value of securities held in the Corporation.

In addition, pursuant to the Anti-Hedging Policy governing insider trading, short-term speculative trading of the Common Shares by officers, directors and employees is strongly discouraged as it conflicts with the best interests of the Corporation and its Shareholders. Consequently, insiders including the Corporation's NEOs, directors and their related persons, are not only discouraged from frequently trading the Common Shares, but are also specifically prohibited from short selling any Common Shares and from trading in any derivative instruments involving the Corporation's securities.

Clawback Policy

The Corporation has implemented a written clawback policy (the "**Clawback Policy**") for situations where a director, executive officer or other employee receives additional incentive compensation as a result of his or her own misconduct (the "**Overpayment Amounts**"). In such situations, the director, executive officer or other employee shall be obligated to reimburse the Corporation for such Overpayment Amounts and the Board shall be given the discretion to determine the steps required to effect such recovery.

Share Ownership Guidelines

The Board adopted share ownership guidelines (the "**Ownership Guidelines**") effective May 30, 2018, to further align the interests of the Corporation's executive officers and non-executive directors of the Corporation with the long-term interests of Shareholders. The Ownership Guidelines require that, within three (3) years of joining the Corporation, each executive officer or non-executive director has a minimum holding of Common Shares or Common Share equivalents, including PSUs and RSUs under the PRSU Plan and deferred share units ("**DSUs**"), that have an aggregate value of at least:

- three (3) times the annual base salary for the CEO;
- two (2) times the annual base salary for each other officer of the Corporation; and
- three (3) times the amount of the annual Board retainer for each non-executive director.

We have implemented share ownership guidelines for all of our executives, which are designed to align their long-term financial interest with those of our stockholders. The NEO share ownership guidelines are as follows:

Positions⁽¹⁾	Common Shares (#)	PSUs (#)	Estimated Value (\$)⁽²⁾	Guideline (\$)⁽³⁾	Ownership relative to base salary as of 12/31/23
Manuel Pablo Zúñiga-Pflücker <i>President, Chief Executive Officer and Director</i>	8,101,237	7,542,207	9,386,067	1,350,000	Exceeds
Douglas C. Urch ⁽⁴⁾ <i>Former Executive, Vice President and Chief Financial Officer</i>	4,608,718	2,091,250	4,019,981	550,000	Exceeds
Jose Contreras ⁽⁵⁾ <i>Senior Vice President, Operations</i>	-	1,237,819	742,691	480,000	Exceeds

Positions⁽¹⁾	Common Shares (#)	PSUs (#)	Estimated Value (\$)⁽²⁾	Guideline (\$)⁽³⁾	Ownership relative to base salary as of 12/31/23
Glen Priestley <i>Vice President Finance and Treasurer</i>	748,648	597,788	807,862	520,000	Exceeds

Notes:

- (1) On January 18, 2024, Dewi Jones retired as Vice President, Exploration and Development.
- (2) Value is calculated by multiplying the total number (1:1) of estimated Common Shares by the closing price for the Common Shares on the TSX on December 29, 2023 (the PSU last trading day in the Corporation's most recently completed financial year), being CAD \$0.79 or USD \$0.60.
- (3) Represents estimated base salary times three (3) for the CEO and times two (2) for other NEOs.
- (4) On April 24, 2024, Mr. Urch retired as Executive Vice President and Chief Financial Officer and Mr. McAllister was appointed as PetroTal's new Executive Vice President and Chief Financial Officer.
- (5) On May 1, 2023, Mr. Contreras was appointed as Senior Vice President, Operations and has until May 1, 2025 to meet a share ownership requirement of two (2) times his annual base salary.

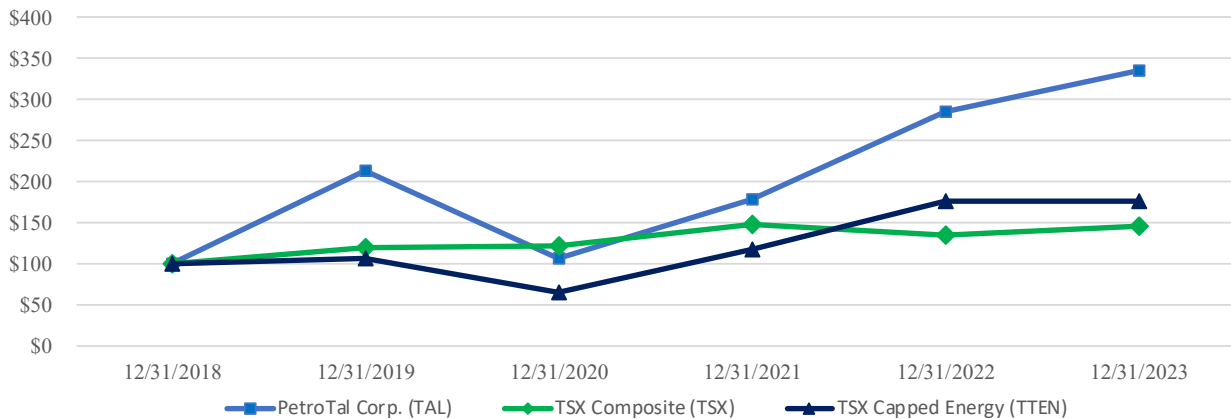
Elements of Executive Compensation

The Corporation's executive compensation program consists of three significant components: (a) base compensation in the form of salary; (b) incentive bonuses in the form of cash payments; and (c) long-term compensation in the form of PSUs and RSUs. For the NEOs, the PSU and RSU component is an essential part of their compensation. No NEO or director of the Corporation is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation, or held, directly or indirectly, by a NEO or director of the Corporation.

Performance Graph

The following performance graph illustrates PetroTal's cumulative Shareholder return over the five (5) most recently completed financial years (which includes periods in which the Common Shares were listed on the TSXV), assuming an initial \$100 investment in the Common Shares, compared to the cumulative return of the S&P TSX Capped Energy Index. The Corporation graduated from the TSXV to the TSX on February 16, 2023. The closing price for the Common Shares on the TSX on December 29, 2023 (the last trading day in the Corporation's most recently completed financial year) was CAD \$0.79.

Comparison of 5 Year Cumulative Total Returns



	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023
PetroTal Corp. (TAL)	\$100.0	\$212.8	\$106.4	\$178.7	\$285.1	\$336.2
TSX Composite (TSX)	\$100.0	\$119.1	\$121.7	\$148.2	\$135.3	\$146.3
TSX Capped Energy (TTEN)	\$100.0	\$105.9	\$66.0	\$118.8	\$176.2	\$175.6

Base Compensation and Incentive Bonuses

Base compensation and incentive bonuses for executive officers of the Corporation are set annually, having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation and incentive bonuses, consideration is to be given to such factors as level of responsibility, experience and expertise in addition to the policies of the TSX. Subjective factors such as leadership, commitment and attitude are also to be considered.

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation based on corporate and individual performance for executive officers.

PSUs and RSUs

To provide a long-term component to the executive compensation program, executive officers of the Corporation are eligible to receive PSUs and RSUs. The maximization of shareholder value is encouraged by granting PSUs and RSUs since such grants provide an incentive to eligible persons to further the development, growth and profitability of the Corporation. Consideration will be given to granting PSUs and RSUs amongst the various organizational levels of management, including directors, officers and certain consultants. The CEO makes recommendations to the Board for the CFO and other key employees. These recommendations take into account factors, such as awards made in previous years, the number of PSUs and RSUs outstanding per individual and the level of responsibility. The Board, as a whole, determines the PSUs and RSUs to be issued to the CEO. See "Summary of Directors' Compensation – PRSU Plan" below, for more details.

Pension Plan Benefits

The Corporation does not have a pension plan or provide any benefits following or in connection with retirement.

Summary Compensation Table

The following table and notes thereto provide a summary of the compensation paid to the NEOs of the Corporation for the three (3) most recently completed financial years:

Name and Principal Positions	Year	Salary (\$)	Share - based Awards (\$) ⁽²⁾	Option- based Awards (\$) ⁽³⁾	Non-Equity Incentive Plans (\$)			All Other Compensation (\$) ⁽⁶⁾	Total Compensation (\$)
					Annual Incentive Plans ⁽⁴⁾	Long-term Incentive Plans ⁽⁵⁾	Pension Value (\$)		
Manuel Pablo	2023	450,000	1,100,000	-	261,945	-	-	38,529	1,850,474
Zúñiga-	2022	450,000	1,100,000	-	337,500	-	-	15,250	1,902,750
Pflücker	2021	450,000	1,100,000	-	450,000	-	-	11,250	2,011,250
<i>President, Chief Executive Officer and a Director</i>									
Douglas C. Urch ⁽⁸⁾	2023	275,000	305,000	-	128,062	-	-	22,534	730,596
	2022	275,000	305,000	-	165,000	-	-	15,250	760,250
<i>Former Executive Vice President and Chief Financial Officer</i>	2021	275,000	305,000	-	220,000	-	-	44,363	844,363
Dewi Jones ⁽¹⁾	2023	275,000	287,500	-	114,414	-	-	10,376	687,290
<i>Former Vice President Exploration and Development</i>	2022	275,000	287,500	-	103,125	-	-	15,250	680,875
	2021	229,167	239,583	-	114,583	-	-	10,698	594,031
Jose Contreras ⁽⁷⁾	2023	240,000	392,000	-	159,763	-	-	13,388	805,151
<i>Senior Vice President, Operations</i>	2022	-	-	-	-	-	-	-	-
	2021	-	-	-	-	-	-	-	-
Glen Priestley	2023	260,000	130,000	-	97,500	-	-	17,636	505,136
<i>Vice President Finance and Treasurer</i>	2022	260,000	125,000	-	125,000	-	-	11,750	521,750
	2021	250,000	125,000	-	141,000	-	-	-	516,000

Notes:

- (1) Mr. Jones acted as Vice President Exploration and Development from May 11, 2021 until retirement on January 18, 2024.
- (2) Represents PSUs granted under the PRSU Plan. Amounts reflect the grant date fair market value of PSUs granted in accordance with the PRSU Plan. Fair value of the PSUs is determined through a combination of Black-Scholes and probability weighted models. The following assumptions were used for the Black-Scholes valuation of the PSUs granted: an expected life of 1-3 years, a risk-free interest rate of 2.0% and expected annualized volatility of 50%. Each PSU entitles the holder thereof upon settlement to receive up to two (2) Common Shares subject to the achievement of performance conditions relating to total Shareholder return, net asset value and certain production, environmental, safety and operational milestones and in accordance with the PRSU Plan. The PSU grants vest on the third (3rd) anniversary of the date of the grant. For further information, see "Statement of Executive Compensation –PSUs and RSUs" and " Summary of Directors' Compensation – PRSU Plan".
- (3) No Options were granted during the years ended December 31, 2023, 2022 and 2021 and the Stock Option Plan (as defined below) was terminated by the Board effective May 8, 2024.
- (4) Reflects discretionary cash bonuses paid to the NEOs based on certain key performance indicators set forth by the Board. Discretionary bonuses are disclosed for the year in respect of which they were earned although they are typically paid in the following year.
- (5) PetroTal does not have any non-equity long-term incentive plans or pension plans.
- (6) Reflects 401K pension matching contribution and other allowances.
- (7) On May 1, 2023, Mr. Contreras was appointed as Senior Vice President, Operations and received prorated compensation based on partial year.
- (8) On April 24, 2024, Mr. Urch retired as Executive Vice President and Chief Financial Officer and Mr. McAllister was appointed as PetroTal's new Executive Vice President and Chief Financial Officer.

Outstanding Share-Based Awards

There were no option-based awards granted to NEOs for the year ended December 31, 2023, and no option-based awards are outstanding as at December 31, 2023. The following table sets forth all share-based awards outstanding at the end of the most recent fiscal year ended December 31, 2023, for NEOs.

Name and Principal Positions	Number of PSUs that have not Vested (#)	Market or Payout Value PSUs that have not Vested ⁽¹⁾ (\$)	Market or Payout Value of Vested PSUs not Paid Out or Distributed (\$)
Manuel Pablo Zúñiga-Pflücker <i>President, Chief Executive Officer and a Director</i>	7,542,207	4,525,324	-
Douglas C. Urch ⁽²⁾ <i>Former Executive Vice President and Chief Financial Officer</i>	2,091,250	1,254,750	-
Jose Contreras ⁽³⁾ <i>Senior Vice President, Operations</i>	1,237,819	742,691	-
Glen Priestley <i>Vice President Finance and Treasurer</i>	597,788	358,673	-

Note:

- (1) The value of the unvested PSUs as of December 31, 2023, has been determined considering the expected multiplier and based on the closing price of the Common Shares on the TSX on December 29, 2023, being CAD\$0.79 per Common Share or USD \$0.60 per Common Share. Each PSU entitles the holder thereof upon settlement to receive up to two (2) Common Shares, based on the achievement of performance conditions relating to total Shareholder return, net asset value and certain production, environmental, safety and operational milestones and in accordance with the PRSU Plan. The PSU grants vest on the third anniversary of the date of the grant. For further information, see "Statement of Executive Compensation –PSUs and RSUs".
- (2) On April 24, 2024, Mr. Urch retired as Executive Vice President and Chief Financial Officer and Mr. McAllister was appointed as PetroTal's new Executive Vice President and Chief Financial Officer.
- (3) On January 18, 2024, Mr. Jones retired as Vice President, Exploration and Development and on May 1, 2023, Mr. Contreras was appointed as Senior Vice President, Operations.

Incentive Plan Awards - Value Vested or Earned During the Year

The Corporation did not have any option-based awards outstanding at any point during the year ended December 31, 2023.

Name and Principal Positions	Share-based awards – Value vested during the year (\$) ⁽¹⁾	Non-equity incentive plan compensation Value earned during the year (\$) ⁽²⁾
Manuel Pablo Zúñiga-Pflücker <i>President, Chief Executive Officer and a Director</i>	208,824	261,945
Douglas C. Urch ⁽³⁾ <i>Former Executive Vice President and Chief Financial Officer</i>	147,833	128,062
Dewi Jones ⁽⁴⁾ <i>Former Vice President Exploration and Development</i>	-	114,414
Jose Contreras ⁽⁵⁾ <i>Senior Vice President, Operations</i>	-	159,763
Glen Priestley <i>Vice President, Treasury and Planning</i>	88,451	97,500

Notes:

- (1) Value is calculated by multiplying the total number of Common Shares issuable pursuant to vested PSUs by the closing price for the Common Shares on the TSX on December 29, 2023 (the last trading day in the Corporation's most recently completed financial year), being CAD \$0.79 or USD \$0.60.
- (2) Represents 2023 year-end cash bonus, all of which were paid in 2024
- (3) On April 24, 2024, Mr. Urch retired as Executive Vice President and Chief Financial Officer and Mr. McAllister was appointed as PetroTal's new Executive Vice President and Chief Financial Officer.
- (4) On January 18, 2024, Mr. Jones retired as Vice President, Exploration and Development.
- (5) On May 1, 2023, Mr. Contreras was appointed as Senior Vice President, Operations.

SUMMARY OF DIRECTORS' COMPENSATION

The directors of the Corporation are entitled to receive compensation for services in their capacity as directors. Members of the Board of Directors are entitled to be reimbursed for all reasonable expenses incurred to attend meetings. In addition, the PRSU Plan allows for the grant of Share Units to directors.

On April 30, 2018, the Board approved the adoption of a plan (the "**DSU Plan**") to grant DSUs to non-employee directors. No Common Shares will be issued under the DSU Plan and all DSUs granted are settled in cash. DSUs vest on the date they are granted but directors are only entitled to receive the value of the DSUs once they cease to be a director of the Corporation. As further described below, the DSU Plan provides for a cash payment equal to the closing price of the Common Shares on the trading day prior to payment multiplied by the number of notional Common Shares underlying the DSUs held by a director after such director ceases to be a director of the Corporation. In addition to providing for the grant of DSUs to non-employee directors, non-employee directors also have the option to elect to receive DSUs in lieu of receiving their annual cash retainers.

Deferred Share Unit Plan

The purpose of the DSU Plan is to: (a) promote a proprietary interest in the Corporation and a greater alignment between non-employee directors of the Corporation and Shareholders; (b) provide a compensation system for directors that is reflective of the responsibilities, commitments and risks accompanying the role of a director; and (c) assist the Corporation in attracting experienced individuals to serve as directors.

The Board administers the DSU Plan, which has the authority to grant DSU awards under the DSU Plan to non-employee directors. The DSU Plan may be amended, suspended or terminated at any time by the Board. The DSUs granted thereunder are not transferable or assignable except in the case of death. There were 3,792,494 DSUs outstanding under the DSU Plan as at December 31, 2023, and 4,244,137 DSUs outstanding under the DSU Plan as at May 3, 2024.

No Common Shares will be issued under the DSU Plan and all DSUs granted are settled in cash. DSUs vest on the date they are granted but directors are only entitled to receive the value of the DSUs once they cease to be a director of the Corporation. Under the DSU Plan, directors may elect to receive up to 100% of their annual retainer in the form of DSUs.

The cash payment to be received will be equal to the number of DSUs held by the director on the date the director ceased to be a director after giving effect to adjustments for dividends, multiplied by the closing price of the Common Shares on the TSX on the trading day immediately prior to the date the payment is to be made, less all applicable withholding taxes.

Under no circumstances shall DSUs be considered Common Shares or other securities of the Corporation, nor shall they entitle any participant to exercise voting rights or any other rights attaching to the ownership of Common Shares or other securities of the Corporation, including, without limitation, voting rights, dividend entitlement rights or rights on liquidation, nor shall any participant be considered the owner of Common Shares by virtue of an award of DSUs. Notwithstanding the foregoing, and without conferring any

rights as Shareholders to the holders thereof, DSUs held by directors are included in calculating achievement of share ownership guidelines.

For further information on compensation paid to the non-employee directors of the Corporation, see “*Summary of Directors’ Compensation – Director Compensation Table*” below. For a description of the compensation paid to Manuel Pablo Zúñiga-Pflücker, a director and the President and Chief Executive Officer of the, see “*Summary of Directors’ Compensation – Summary Compensation Table*”.

Director Compensation Table

The below table sets forth for each of the Corporation’s directors, other than in the capacity of NEO, all amounts of compensation earned, paid and payable, for the Corporation’s most recently completed fiscal year ended December 31, 2023. Mr. Zúñiga-Pflücker is not included in the table because he does not receive compensation fees or share-based awards for his role as director of the Corporation and is required to meet PetroTal’s CEO share ownership requirement. He currently exceeds those requirements (see page 6).

Name	Fees Earned (\$)⁽¹⁾	Share-based awards (\$)⁽²⁾	Option-based awards (\$)	All other compensation (\$)	Total (\$)
Mark McComiskey (Chair)	105,000	182,733	-	-	287,733
Gavin Wilson	60,000	61,671	-	-	121,671
Eleanor J. Barker	82,000	61,158	-	-	143,158
Dr. Roger M. Tucker	80,000	61,158	-	-	141,158
Jon Harris	60,000	60,250	-	-	120,250
Luis Carranza ⁽³⁾	57,500	57,534	-	-	115,034
Felipe Arbelaez Hoyos ⁽⁴⁾	29,032	29,077	-	-	58,109
Emily Morris ⁽⁴⁾	13,226	13,234	-	-	26,460

Notes:

- (1) Fees earned by the directors were paid in Canadian dollars, US dollars, and Great Britain pounds. The Canadian dollar amounts were converted to US dollars at each 2023 quarterly end rate.
- (2) The compensation reported under share-based awards is the value of DSUs granted in the year ended December 31, 2023. The value of DSUs is based on the number of DSUs granted multiplied by the closing price per Common Share on the TSX for the trading day prior to the date of the grant. This methodology for calculating the fair value of the DSU awards on the grant date is consistent with the initial fair value determined in accordance with IFRS 2. As a result, the total compensation expense for these DSU grants under IFRS for the year ended December 29, 2023, was CAD \$0.79 or USD \$0.60.
- (3) Mr. Carranza retired as a director of PetroTal effective June 15, 2023.
- (4) Mr. Felipe Arbelaez Hoyos and Ms. Morris were appointed as directors of PetroTal on July 6, 2023 and October 12, 2023, PetroTal, respectively.

Director share ownership guidelines

The non-executive directors of the Corporation will continue to work towards achievement of their share ownership requirements, which require that, within three (3) years of joining the Corporation, each non-executive director has a minimum holding of Common Shares or Common Share equivalents, that have an aggregate value of at least three (3) times the amount of such director’s annual Board retainer. See “*Statement of Executive Compensation – Share Ownership Guidelines*” for additional information. Following is the summary at December 31, 2023:

Name	DSU (#)	Shares (#)	DSUs and Shares (#)	DSUs and Shares (\$) ⁽¹⁾	DSUs and Shares Required to Meet Ownership Requirement (\$) ⁽²⁾	Share Ownership Achievement (\$)
Mark McComiskey	1,466,277	-	1,466,277	879,766	540,000	Exceeds
Gavin Wilson	869,117	95,000	964,117	578,470	180,000	Exceeds
Eleanor J. Barker	612,407	350,000	962,407	577,444	243,000	Exceeds
Dr. Roger M. Tucker	612,407	-	612,407	367,444	240,000	Exceeds
Jon Harris ⁽³⁾	157,937	-	157,937	94,762	180,000	In progress ⁽⁶⁾
Felipe Arbelaez Hoyos ⁽⁴⁾	51,805	-	51,805	31,083	180,000	In progress ⁽⁶⁾
Emily Morris ⁽⁵⁾	22,547	-	22,547	13,528	180,000	In progress ⁽⁶⁾

Notes:

- (1) Value is calculated by multiplying the total number of estimated Common Shares by the closing price for the Common Shares on the TSX on December 29, 2023 (the last trading day in the Corporation's most recently completed financial year), being CAD \$0.79 or USD \$0.60.
- (2) Represents estimated annual compensation times three (3) years.
- (3) Mr. Harris was appointed as director of PetroTal effective as of September 15, 2022, and each has until September 15, 2024 to meet a share ownership requirement of three (3) times their annual base salary.
- (4) Mr. Arbelaez Hoyos was appointed as director of PetroTal effective as of July 6, 2023 and has until July 6, 2025 to meet a share ownership requirement of three (3) times his annual base salary.
- (5) Ms. Morris was appointed as director of PetroTal effective as of October 12, 2023 and has until October 12, 2025 to meet a share ownership requirement of three (3) times her annual base salary.
- (6) Messrs. Harris and Hoyos and Ms. Morris are still within the requisite three year period to satisfy the applicable Share Ownership Achievement threshold under PetroTal's Share Ownership Guidelines and therefore, remain compliant under such policy.

Outstanding Share-based Awards by Director

Except for the DSUs set forth above, no awards are outstanding for the directors of the Corporation as of December 31, 2023.

Former Stock Option Plan

The Corporation adopted a stock option plan (the "**Stock Option Plan**") pursuant to which the Board had the ability to grant stock options ("**Options**") to directors, officers and *bona fide* employees of the Corporation or its subsidiaries, or officer or employee of a person or company engaged by PetroTal to perform certain services. The Stock Option Plan was a "rolling" plan pursuant to the policies of the TSX.

Effective May 8, 2024, the Board terminated the Stock Option Plan and, as such, Shareholder approval is not being sought for renewal of unallocated awards under the Stock Option Plan. The Board never awarded any Options under the Stock Option Plan and no Options were exercised during the 2023 financial year. There are currently no Options outstanding or unexercised under the Stock Option Plan.

PRSU Plan

On June 15, 2023, the Shareholders, by ordinary resolution, ratified and approved the adoption of the Corporation's PRSU Plan. The full text of the PRSU Plan is attached as Schedule "B" to the information

circular of the Corporation dated May 3, 2023, which is available under the Corporation's SEDAR+ profile at www.sedarplus.ca, and a summary of the material provisions of the PRSU Plan is set forth below.

General

The purpose of the PRSU Plan remains to provide directors, officers, employees and consultants of the Corporation or any of its subsidiaries with the opportunity to acquire Share Units to allow them to participate in the long-term success of the Corporation and to promote a greater alignment of their interests with the interests of the Shareholders.

The PRSU Plan is administered by the Board, or, as permitted by applicable law, the Corporate Governance and Compensation Committee of the Board.

Description of the PRSU Plan

In connection with the Corporation's graduation to the TSX, the Board approved the PRSU Plan to replace its former PRSU plan. Pursuant to the policies of the TSX, the Corporation is permitted to maintain a "rolling" plan, such as the PRSU Plan, provided that the plan, as well as the granting of unallocated PSUs thereunder, are approved by the Shareholders every three years thereafter.

As of the date of this Information Circular, the Corporation has 16,461,915 PSUs allocated and outstanding under the PRSU Plan, representing 2% of the issued and outstanding Common Shares, and 33,538,085 PSUs unallocated (representing 4% of the issued and outstanding Common Shares) that may be granted in the future under the PRSU Plan. The unallocated portion represents the maximum future grants available under the PRSU Plan.

Share Units and Eligibility

PSUs may be awarded to persons who are directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation ("**Eligible Persons**") as the Board or the Corporate Governance and Compensation Committee determines. Notwithstanding the foregoing, non-employee directors are not eligible to be awarded PSUs. PSUs are a unit equivalent to the value of a Common Share, credited by means of a bookkeeping entry on the books of the Corporation in accordance with the PRSU Plan, based on the achievement of performance criteria set out in an applicable award notice.

RSUs may be awarded to Eligible Persons as the Board or the Corporate Governance and Compensation Committee determines. RSUs are a unit equivalent to the value of a Common Share, credited by means of a bookkeeping entry on the books of the Corporation in accordance with the PRSU Plan.

The number of Share Units (including fractional Share Units) to be credited as of the date on which Share Units are awarded to a Participant (the "**Award Date**") shall be determined by the Corporate Governance and Compensation Committee in its sole discretion. Upon receipt of acknowledgment in the manner specified under the PRSU Plan, Share Units shall be credited to an account maintained for each Participant on the books of the Corporation, effective as of the Award Date for that grant.

Vesting

Each Share Unit will vest on such terms as shall be specified by the Board or the Corporate Governance and Compensation Committee at the time of granting Share Units as reflected in a notice substantially in the form of the schedules appended to the PRSU Plan, and in the case of the PSUs, containing such other

terms and conditions relating to an award of PSUs as the Board may prescribe (“**Award Notice**”), except as otherwise provided in the PRSU Plan. Unless otherwise stipulated by the Board at the time of grant and subject to earlier vesting in accordance with the terms of the PRSU Plan:

- (a) Share Units granted to a Participant who is an Executive Officer (as defined in the PRSU Plan) under the PRSU Plan, shall vest on the third anniversary of the Award Date; and
- (b) Share Units granted to a Participant other than an Executive Officer under the PRSU Plan, shall vest as to 33 1/3% on each of the first, second and third anniversaries of the Award Date.

Performance Vesting

Prior to the Distribution Date (as defined below) in respect of any PSU, the Board or the Corporate Governance and Compensation Committee shall assess the performance of the Corporation for the applicable period. The performance measures to be taken into consideration in granting PSUs and determining the adjustment factor in respect of any PSU shall be established by the Board in its discretion at the time of the grant of the PSU, and may include, without limitation, the total Shareholder return of the Common Shares compared to an index, subindex or identified group of peers and the Corporation’s performance compared to identified operational or financial targets (the “**Performance Measures**”). The applicable adjustment factor may be between a minimum of zero and such maximum as determined by the Board or the Corporate Governance and Compensation Committee (provided such maximum shall not exceed 2.0) (the “**Adjustment Factor**”). The weighting of the individual measures comprising the Performance Measures shall be determined by the Board or the Corporate Governance and Compensation Committee, as applicable, in its sole discretion having regard to the principal purposes of the PRSU Plan and, upon the assessment of all Performance Measures, the Board or the Corporate Governance and Compensation Committee shall determine the Adjustment Factor for the applicable period in its sole discretion.

The number of PSUs which vest on a vesting date specified in an Award Notice is the number of PSUs scheduled to vest on such date multiplied by the Adjustment Factor.

Credits for Dividends

If a dividend becomes payable on the Common Shares, then on the payment date for such dividend, each Participant’s notional account shall, unless otherwise determined by the Board in respect of any grant of Share Units will be credited with additional Share Units (“**Dividend Equivalents**”). Such Dividend Equivalents vest in proportion to and on the same vesting date as the underlying PSUs or RSUs, as applicable.

Settlement

Unless otherwise determined by the Board in its sole discretion, the date of settlement of any Share Unit (a “**Distribution Date**”) shall be the applicable vesting date for such Share Unit pursuant to the PRSU Plan, provided that, for greater certainty, the Board may in its sole discretion impose additional or different conditions to the termination of the Distribution Date of any Share Unit.

On the Distribution Date, the Board or the Corporate Governance and Compensation Committee, as applicable, in its sole discretion, shall have the option of settling the Common Shares issuable in respect of Share Units by any or all of the following methods: (a) settlement in Common Shares acquired by the Corporation on the TSX; (b) the issuance of Common Shares from the treasury of the Corporation; or (c) for any participant who is not a U.S. taxpayer, payment by the Corporation of a cash amount per Share Unit equal to the Settlement Market Value (as defined below) of the Payment Shares (as defined below) on the

Distribution Date, net of applicable withholding tax. The Settlement Market Value per share is the VWAP of the Common Shares listed on the TSX, calculated by dividing the total value of the total volume of Common Shares traded for the relevant period, for the five (5) trading days immediately preceding the Distribution Date.

No Distribution Date in respect of any Share Unit may occur after the earlier of: (i) the 30th day after the participant ceases to be eligible to participate under the PRSU Plan; or (ii) the fifth anniversary of the Award Date (the earlier of the two being the “**Final Date**”). With respect to any Share Units awarded to a participant who is a U.S. taxpayer, the Distribution Date shall be the applicable vesting date established pursuant to the PRSU Plan.

Subject to any election by the Board or the Corporate Governance and Compensation Committee, as applicable, to settle a Share Unit in cash, as soon as practicable after each Distribution Date or on the Final Date (if the Distribution Date is the Final Date), the Corporation shall issue to the participant or to the participant’s estate, a number of Common Shares equal to the number of Share Units in the participant’s account that became payable on the Distribution Date (the “**Payment Shares**”). As of the Distribution Date, the Share Units in respect of which such Common Shares are issued or cash is paid shall be cancelled and no further payments shall be made to the participant under the PRSU Plan in relation to such Share Units.

Total Shares Subject to Share Units

Unless otherwise approved by the TSX and the Shareholders:

- (a) the securities that may be issued to participants shall consist of those authorized but unissued Common Shares which the Board and/or the Corporate Governance and Compensation Committee has, in its discretion, reserved for issuance under the PRSU Plan from time to time;
- (b) subject to certain adjustment provisions described in the PRSU Plan, the aggregate number of Common Shares that may be issuable pursuant to the PRSU Plan and all other security-based compensation arrangements, shall not exceed 10% of the issued and outstanding Common Shares from time to time;
- (c) the Board shall not grant Share Units under the PRSU Plan if the number of Common Shares issuable pursuant to outstanding Share Units, when combined with the number of Common Shares issuable pursuant to outstanding securities under any other security-based compensation arrangements of the Corporation, would exceed 10% of the issued and outstanding Common Shares at the time of the grant;
- (d) the number of securities issuable to insiders of the Corporation, at any time, under all security-based compensation arrangements including, without limitation, the PRSU Plan, shall not exceed 10% of the issued and outstanding securities of the Corporation at the time of grant calculated on a non-diluted basis;
- (e) the number of securities issued to insiders of the Corporation, within any one (1) year period, under all security-based compensation arrangements including, without limitation, the PRSU Plan, shall not exceed 10% of the issued and outstanding securities of the Corporation at the time of grant calculated on a non-diluted basis;
- (f) the aggregate: (i) number of Common Shares that may be reserved for issuance pursuant to the exercise of RSUs granted to non-employee directors pursuant to the PRSU Plan shall not exceed 1.0% of the Common Shares outstanding from time to time; and (ii) value of RSUs granted to any one non-employee director in any calendar year under the PRSU

Plan and under any other security-based compensation arrangements shall not exceed \$150,000;

- (i) to the extent Share Units are exercised or to the extent any Share Units are terminated for any reason or are cancelled, the Common Shares subject to such Share Units shall be added back to the number of Common Shares reserved for issuance under the PRSU Plan and such Common Shares will again become available for Share Unit grants under the PRSU Plan; and
- (ii) if the acquisition of Common Shares by the Corporation for cancellation should result in any of the above tests no longer being met, this shall not constitute non-compliance with the PRSU Plan for any awards outstanding prior to such purchase of Common Shares for cancellation.

For purposes of the calculations above, the PRSU Plan provides that it shall be assumed that all issued and outstanding Share Units will be settled by the issuance of Common Shares from treasury, notwithstanding the Corporation's right to settle Share Units in cash or by purchasing Common Shares on the open market.

Duration of Share Units

Each Share Unit and all rights thereunder shall be expressed to expire on the date set out in the Award Notice and shall be subject to earlier termination by ceasing to be a director, officer, consultant or employee or by death or disability of the Participant.

Subject to the rules and regulations of the TSX, and notwithstanding any other provisions of the PRSU Plan, if the Distribution Date of any Share Unit occurs during or within 10 business days following the end of a Black-Out Period (as defined below), the Distribution Date of such Share Unit shall be extended for a period of 10 business days following the end of the Black-Out Period (or such longer period as permitted by the Exchange or any other exchange on which the Common Shares are listed and approved by the Board). "**Black-Out Period**" for the purposes of the PRSU Plan means the period of time when, pursuant to any policies of the Corporation, any securities of the Corporation may not be traded by certain persons as designated by the Corporation, including any holder of a Share Unit.

Amendments Subject to Shareholder Approval

The Board has the absolute discretion to amend or terminate the PRSU Plan and any outstanding Share Units. Any amendments to the PRSU Plan and Share Units thereunder are subject to TSX approval. The only amendments to the PRSU Plan that would be subject to Shareholder approval are amendments that would:

- (a) increase the number of securities issuable under the PRSU Plan otherwise than in accordance with the terms of the PRSU Plan;

- (i) increase the number of securities issuable to an insider of the Corporation, as such term is defined in the policies of the TSX, otherwise than in accordance with the terms of the PRSU Plan;
- (ii) extend the Distribution Date of any Share Units held by insiders of the Corporation, as such term is defined in the policies of the TSX, beyond the original Final Date of the Share Units;
- (iii) reduce the award market value of any Share Units held by insiders of the Corporation, as such term is defined in the policies of the TSX, otherwise than in accordance with the terms of the PRSU Plan;
- (iv) add any form of financial assistance to a participant in the PRSU Plan;
- (v) permit a participant to transfer any Share Units to a new beneficial holder other than for estate settlement purposes;
- (vi) increase the maximum number of RSUs that may be granted to non-employee directors; and
- (vii) amend the amendment provisions of the PRSU Plan.
- (viii) The original PRSU Plan, prior to the amendments adopted by the Board in conjunction with the Corporation's graduation to the TSX, relied on applicable securities legislation for the definition of "insider". In accordance with the policies of the TSX, the amendments to the PRSU Plan update this definition to mean an insider as such term is defined in the policies of the TSX.

Burn Rate

The Corporation's burn rate, calculated in accordance with Section 613(p) of the TSX Company Manual, under the PRSU Plan, was 2% in fiscal 2021, 1% in fiscal 2022 and 1% in fiscal 2023. Management expects that the burn rate in fiscal 2024 will be approximately 1%. The burn rate is subject to change from time to time, based on the number of Share Units granted and the number of Common Shares issued and outstanding. The burn rate for a given period is calculated by dividing the number of Share Units granted under the PRSU Plan during the applicable fiscal year by the weighted average of Common Shares outstanding during such period.

Employment, Consulting and Management Agreements

On December 18, 2018, the Corporation entered into an executive employment agreement with Mr. Zúñiga-Pflücker (the "**CEO Employment Agreement**") in connection with his role as President and Chief Executive Officer.

The CEO Employment Agreement provides a termination payment to Mr. Zúñiga-Pflücker upon a termination of the CEO Employment Agreement by the executive, for good reason, by the Corporation without cause, or upon a change of control of the Corporation. The termination payment shall be equal to: (a) two times the annual base salary; (b) plus an amount equal to 20% of two times the base salary for the loss of benefits (in the event of termination by the executive); (c) plus two times the average annual bonus paid, pursuant to the CEO Employment Agreement, if any, less applicable withholdings, based on the bonus paid for the year prior or the average of the bonus paid over the last two consecutive years of employment, whichever is greater.

On January 14, 2020, the Corporation entered into an executive employment agreement with Mr. Urch (the "**CFO Employment Agreement**") in connection with his appointment as Executive Vice President and Chief Financial Officer effective November 4, 2019.

Mr. Urch's Employment Agreement and Mr. Contreras' Employment Agreement, each provide a termination payment for good reason (as such term is defined in each their respective Employment Agreement), by the Corporation without cause, or upon a change of control of the Corporation. The termination payment shall be equal to: (a) one and a half times the annual base salary; (b) plus an amount equal to 20% of two times the base salary for the loss of benefits (in the event of termination by the executive); (c) plus one and one-half times the average annual bonus paid pursuant to the applicable Employment Agreement, if any, less applicable withholdings, based on the bonus paid for the year prior or the average of the bonus paid over the last two consecutive years of employment, whichever is greater.

Mr. Priestley's Employment Agreement provides a termination payment for good reason (as such term is defined in Mr. Priestley's Employment Agreement), by the Corporation without cause, or upon a change of control of the Corporation. The termination payment shall be equal to: (a) one annual base salary; (b) plus one time the average annual bonus paid pursuant to Mr. Priestley's Employment Agreement, if any, less applicable withholdings, based on the bonus paid for the year prior or the average of the bonus paid over the last two consecutive years of employment, whichever is greater.

The estimated payments which would be payable by the Corporation to Messrs. Zúñiga-Pflücker, Urch, Contreras and Priestley, assuming a termination of employment without cause occurred on the last business day of the year ended December 31, 2023, would be, in the aggregate, \$3,773,040.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to compensation plans under which equity securities are authorized for issuance as at December 31, 2023, aggregated for all compensation plans previously approved by the Shareholders and all compensation plans not previously approved by the Shareholders:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Share Units, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Share Units, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (a)
Equity Compensation Plans Approved by Securityholders	-	-	-
Stock Option Plan ⁽²⁾	-	-	-
PRSU Plan	20,801,920	-	29,198,080 ⁽³⁾
Equity Compensation Plans Not Approved by Securityholders	-	-	-
Total	20,801,920	-	29,198,080

Notes:

- (1) As of May 7, 2024, there were 16,461,915 PSUs, no RSUs and no Options issued and outstanding. See "Summary of Directors' Compensation – PRSU Plan" and Summary of Directors' Compensation – Former Stock Option Plan".
- (2) The Stock Option Plan was terminated effective May 8, 2024.
- (3) The PRSU Plan is a "rolling" equity-based compensation arrangement, such that the aggregate number of Common Shares that may be issuable pursuant to the PRSU Plan and all other securities-based compensation arrangements shall not exceed 10% of the issued and outstanding Common Shares from time to time.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No current or former director or executive officer of the Corporation, nor any of their associates or affiliates, nor any employee of the Corporation is or has been indebted to the Corporation or any of its subsidiaries since the beginning of the most recently completed fiscal year of the Corporation, nor is, or at any time since the beginning of the most recently completed fiscal year of the Corporation has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, executive officers of the Corporation or any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares or any known associate or affiliate of such persons, in any transaction since the commencement of the Corporation's most recently completed financial year.

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Information Circular, management of the Corporation is not aware of any material interest, direct or indirect, of any director or nominee for director or executive officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

CORPORATE GOVERNANCE PRACTICES

In accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), issuers are to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Corporation is also subject to NI 52-110, which has been adopted in each of the Canadian provinces and territories and which prescribes certain requirements in relation to audit committees.

Board Mandate

The Corporation focuses on implementing a culture of risk identification and treatment at the transactional level, which forms part of the basis for decision-making in all areas.

The Board is responsible for the stewardship and oversight of the business and affairs of the Corporation. The responsibilities and obligations of the Board are set forth in a written mandate of the Board, a copy of which is attached as Schedule “A” to this Information Circular. The Board is responsible for the governance of the Corporation. The Board and the Corporation's management consider good corporate governance to be central to the effective and efficient operation of the Corporation. Below is a discussion of the Corporation's approach to corporate governance.

The Board meets regularly to consider and approve the strategic objectives of the Corporation and the management plans designed to accomplish those objectives. When appropriate, key management personnel and professional advisors are invited to attend Board meetings to speak on these issues. The Board also meets as necessary to consider specific developments and opportunities as they arise, including asset acquisitions and dispositions, and financing proposals. The Board approves, among other things, all issuances of securities of the Corporation, the appointment of officers, entering into lines of credit or other significant borrowing activities, and all significant transactions. The Board considers, but has no formal policies, concerning management development and succession.

Corporate Governance and Compensation Committee

The Board has established a Corporate Governance and Compensation Committee. The members of the Corporate Governance Committee are Messrs. McComiskey, Wilson and Harris, all of whom are independent within the meaning of NI 58-101. Mr. McComiskey is the Chair of the Corporate Governance and Compensation Committee.

The Board has adopted a written charter that sets forth the responsibilities, powers and operations of the Corporate Governance and Compensation Committee, which include: (a) reviewing and determining the compensation policies of the Corporation with respect to directors, officers, employees and consultants of the Corporation; (b) proposing new nominees to the Board and for assessing directors on an ongoing basis; and (c) responding to and implementing the guidelines set forth from time to time, by any applicable regulatory authorities.

The Corporate Governance and Compensation Committee has the power to retain outside advisors as it considers necessary for the proper functioning of the committee, at the Corporation's expense. The Corporate Governance and Compensation Committee meets at least once annually and otherwise as requested by the Board or considered desirable by the Chair of the Corporate Governance and Compensation Committee. For a more detailed discussion about the committee's responsibilities and procedures with respect to the nomination of new directors please see "*Nomination of Directors*" below.

Independence of Members of the Board

The Board exercises its independent supervision over the Corporation's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors can also hold scheduled meetings at which non-independent directors and members of management are not in attendance. Where matters arise at Board meetings which require decision making and evaluation that is independent of management and interested directors, the meeting breaks into an in-camera session among the independent and disinterested directors.

The Board currently consists of eight (8) directors, seven (7) of whom are independent based upon the tests for independence set forth in NI 52-110. Messrs. McComiskey, Wilson, Tucker, Harris, Arbelaez Hoyos and Messes. Barker, and Morris are independent and collectively constitute 87.5% of the Board. Mr. Zúñiga-Pflücker is not independent by virtue of serving as President, Chief Executive Officer and Corporate Secretary of the Corporation.

Chair of the Board

The Chair of the Board is appointed by resolution of the Board. The Chair of the Board is Mr. McComiskey who is an independent director of PetroTal.

Among other things, responsibilities of the Chair of the Board include: chairing every Board and Shareholder meeting, encouraging free and open discussion at meetings of the Board, adopting procedures to enable the Board to conduct its work effectively and efficiently (including committee structures and composition, scheduling, and management of meetings), ensuring the boundaries between the Board and management responsibilities are respected, providing leadership to enhance Board effectiveness, developing the agenda for Board meetings, acting as liaison between the Board and management, providing the proper flow of information to the Board, providing the proper flow of information to the Board, providing feedback to the Chief Executive Officer and communicating and promoting effective relations with Shareholders and regulators.

As an independent director, Mr. McComiskey assists the Board in fulfilling its duties effectively, efficiently, and independent of management. The Chair's role also ensures that the directors have an independent leadership contact.

Directorships in Other Reporting Issuers

A board “interlock” occurs when two or more PetroTal directors are on the board of another company. PetroTal does not restrict board interlocks but recognizes that it is important for directors to remain impartial and independent even if they have a common board membership. As of the date of this Information Circular, there are no board interlocks among Board members.

Some of PetroTal’s directors sit on boards of other public companies. None of PetroTal’s directors are “over-boarded” as currently defined by the guidelines established by either Institutional Shareholder Services, Inc. or Glass, Lewis & Co.] The following table sets out the directors of the Corporation that are presently a director of any other reporting issuers or other publicly listed companies.

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Exchange</u>
Gavin Wilson	TAG Oil Ltd.	TSX; OTC
Dr. Roger Tucker	Africa Oil Corp.	TSX:AOI, OMX:AOI
Jonathan Reay Harris	Gulf Keystone Petroleum Ltd.	LSE

Management has implemented procedures to provide reasonable assurance of effective communication with the Corporation’s Shareholders and the public. The Corporation’s management is responsible for the issuance of press releases and communications with the financial community. The Board reviews and approves all principal continuous disclosure documents, the release of interim and annual financial statements, annual information forms, prospectuses and information circulars.

The Corporate Governance and Compensation Committee is responsible for monitoring the governance systems of the Corporation with a view to ongoing improvements, reviewing the composition of the Board and developing criteria for new Board appointments. The Corporate Governance and Compensation Committee also acts as a nominating committee for new directors, oversees and approves the Corporation’s compensation plans and evaluates the overall Board effectiveness.

Board and Committee Meeting Attendance

The table below shows the record of attendance by directors at meetings of the Board and its committees during the 12-month period ended December 31, 2023.

<u>Name of Director</u>	<u>Board</u>	<u>Audit Committee</u>	<u>Corporate Governance and Compensation Committee</u>	<u>Reserves Committee</u>	<u>HSES Committee</u>
Manuel Pablo Zúñiga-Pflücker ⁽¹⁾	8/8	–	–	1/1	–
Mark McComiskey	8/8	6/6	5/5	–	–
Gavin Wilson	8/8	–	5/5	1/1	2/2
Eleanor J. Barker	8/8	6/6	–	–	–
Dr. Roger M. Tucker	8/8	–	–	1/1	2/2
Luis Carranza ⁽²⁾	0/8	1/6	–	–	–
Jon Harris	8/8	–	5/5	1/1	–
Felipe Arbelaez Hoyos ⁽³⁾	5/8	3/6 ⁽⁴⁾	–	–	1/2
Emily Morris ⁽³⁾	3/8	–	–	–	–

Notes:

- (1) Mr. Zuniga attended all committee meetings upon invitation.
(2) Mr. Carranza ceased to be a director of PetroTal effective as of June 15, 2023.
(3) Mr. Arbelaez Hoyos and Ms. Morris were appointed as directors of PetroTal on July 6, 2023 and October 12, 2023, respectively.
(4) On July 11, 2023, Mr. Arbelaez Hoyos was appointed as a member of PetroTal's audit committee.

Position Descriptions

The Board has developed a written position description for the Chair of the Board and the Chief Executive Officer of the Corporation but has not developed a written position description for the Chair of the Audit Committee.

The Chair of each committee of the Board schedules meetings of the committee and organizes and presents agendas for such meetings.

The Board, in conjunction with management, sets the Corporation's annual objectives which become the objectives against which the Chief Executive Officer's performance is measured. The Board has plenary power; any responsibility which is not delegated to management or a Board committee remains with the Board.

Orientation and Continuing Education

While the Corporation does not have a formal orientation and training program, new members of the Board are provided with:

- (a) a copy of the policies and mandates of the Board and its committees and copies of the Corporation's corporate governance policies, which provides information respecting the functioning of the Board;
- (b) access to recent, publicly filed documents of the Corporation;
- (c) access to management; and
- (d) access to legal counsel in the event of any questions relating to the Corporation's compliance and other obligations, and the Corporation's Nominated Adviser for training in respect of the AIM Rules for Companies.

Members of the Board are encouraged to communicate with management, legal counsel, the Nominated Adviser and, where applicable, auditors and technical consultants of the Corporation; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's operations. Board members have full access to the Corporation's records.

Ethical Business Conduct

In establishing its corporate governance practices, the Board has been guided by applicable Canadian securities legislation and the guidelines of the TSX for effective corporate governance, including NP 58-201. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interests of its Shareholders, but that it also promotes effective decision making at the Board level.

Additionally, in order to encourage and promote a culture of ethical business conduct, the Board has adopted a Code of Business Conduct and Ethics (the "**Code**") wherein directors, officers and employees of the Corporation and others are provided with a mechanism by which they can raise complaints regarding financial and regulatory reporting, internal accounting controls, auditing or health, safety and environmental matters or any other matters and raise concerns about any violations of the Code in a confidential and, if deemed necessary, anonymous process. Interested Shareholders may obtain a copy of the Code upon request (free of charge) by contacting the Corporation's legal counsel at Suite 4200, 888 – 3rd Street S.W., Calgary, Alberta T2P 5C5 or by accessing the Corporation's SEDAR+ profile at www.sedarplus.ca.

The Board has instructed its management and employees to abide by the Code and to bring any breaches of the Code to the attention of the Chief Financial Officer. Compliance with the Code is monitored primarily through the reporting process within the Corporation's organizational structure.

It is a requirement of applicable corporate law that directors who have an interest in a transaction or agreement with the Corporation promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and abstain from discussions and voting in respect to same if the interest is material. The Code imposes a similar disclosure requirement on all non-director representatives of the Corporation and requires such persons to report such conflict to the executive officer to whom that person reports in the course of his employment responsibilities, or, in the case of a senior executive officer, to the Audit Committee and fully inform such person or the committee, as applicable, of the facts and circumstances related to the conflict or potential conflict. The representative is prohibited from taking any further action in respect of the matter or transaction giving rise to such conflict or potential conflict unless and until he is authorized to do so by his reporting officer or the Audit Committee.

Whistleblower policy

The Corporation has adopted the Whistleblower Policy. The Whistleblower Policy establishes procedures that give employees or consultants of the Corporation the option to confidentially and anonymously submit any concerns regarding activity that may be considered ethically, morally or legally questionable to the chair of the Audit Committee without fear of retaliation. The Corporation's whistleblower policy is available on our website (www.petroalcorp.com).

Nomination of Directors

The Corporate Governance and Compensation Committee has responsibility for identifying potential Board candidates. The Corporate Governance Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the oil and gas industry are consulted for possible candidates. The Board has adopted a written charter setting forth the responsibilities, powers and operations of the Corporate Governance and Compensation Committee, which include considering and recommending candidates to fill new positions on the Board, reviewing candidates recommended by Shareholders, conducting inquiries into the backgrounds and qualifications of candidates, recommending the director nominees for approval by the Board and the Shareholders, considering conflicts of interests, recommending members and chairs of the committees, reviewing the performance of directors and the Board, establishing director retirement policies and establishing and implementing an orientation and education program for new members of the Board.

Audit Committee

The Audit Committee is appointed annually by the Board and is comprised of three (3) members. Ms. Barker and Messrs. McComiskey and Arbelaez Hoyos. Ms. Barker is the Chair of the Audit Committee.

The duties of the Audit Committee include: (i) reviewing, prior to release, the annual and quarterly financial statements and other financial information provided by the Corporation to regulatory authorities and the Shareholders; (ii) reviewing the effectiveness of the Corporation's internal audit function and controls; (iii) reviewing the performance of the Corporation's external auditors annually; (iv) providing an avenue for internal reporting of financial wrong doing; and (v) providing an open avenue of communication among the Corporation's auditors, senior management and the Board.

Additional details with respect to the Audit Committee can be found below under the heading "*Audit Committee*".

Reserves Committee

The members of the Reserves Committee are Messrs. Harris, Tucker, Wilson and Zúñiga-Pflücker. Dr. Tucker is the Chair of the Reserves Committee. The Reserves Committee's responsibilities include, but are not limited to meeting with the independent engineering firm commissioned to do the reserves evaluation on the Corporation's assets and discussing the conclusions of such report.

The Reserves Committee has the power to retain outside advisors as it considers necessary for the proper functioning of the committee, at the Corporation's expense. The Reserves Committee meets at least once annually and otherwise as requested by the Board or considered desirable by the Chair of the Reserves Committee.

Health, Safety, Environment and Corporate Social Responsibility Committee

The members of the Health, Safety, Environment and Corporate Social Responsibility Committee are Messrs. Wilson and Tucker. Dr. Tucker is the Chair of the HSES Committee. The HSES Committee's responsibilities include, but are not limited to: (a) reviewing health and safety policies and procedures, monitoring compliance with such policies, maintaining management systems to implement such policies, and reporting on its findings to the Board; (b) reviewing environmental activities in terms of environmental policies of the Corporation and reporting on its findings to the Board; and (c) reviewing social aspects of the Corporation's operations in terms of social responsibility policies of the Corporation and reporting on its findings to the Board.

The HSES Committee has the power to retain outside advisors as it considers necessary for the proper functioning of the committee, at the Corporation's expense. The Health, Safety, Environment and Social Committee meets at least once annually and otherwise as requested by the Board or considered desirable by the Chair of the Health, Safety, Environment and Social Committee.

Assessments

The Board is responsible to assess, on an ongoing basis, the overall performance and effectiveness of the Board, its committees and the contributions of individual directors. The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities. The review will identify any areas where the directors of the Corporation or management believe that the Board could make a better collective contribution to overseeing the affairs of the Corporation. 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 relies on informal evaluations of the effectiveness through both formal and informal communications with Board members and through participation with other Board members on committees and matters relating to the Board.

The Corporate Governance and Compensation Committee evaluates the overall Board effectiveness. Each year, the Corporate Governance and Compensation Committee assesses the contributions of individual directors in reviewing the performance of directors and the Board with a view to ongoing improvements, reviewing the composition of the Board and developing criteria for new Board appointments.

Director Term Limits and Other Mechanisms of Board Renewal

PetroTal does not have a term limit or retirement policy for directors or other mechanisms of board renewal because:

- the imposition of director term limits on a Board implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination;
- the Corporation has found that having long-standing directors on its Board does not negatively impact board effectiveness, and instead contributes to boardroom dynamics such that the Corporation has for many years had a consistently high performing Board;
- it is important to ensure that directors with significant and unique business experience in the Corporation's industry be retained;
- the impositions of rigid, prescribed term limits on the tenure of directors implies that boards cannot properly govern themselves, by usurping core functions of the Board and replacing them with fixed criteria that may not adequately represent the interests of Shareholders;
- it is important to retain directors who hold significant investments in the Corporation, such that their interests are aligned with the interests of the Corporation's Shareholders;
- directors with the level of understanding of the issuer's business, history and culture acquired through long service on the Board provide additional value;
- term limits run the risk of acting as a substitute for proper Board self-assessment and renewal;
- the Corporation takes the view that term limits are an arbitrary mechanism for removing directors which can result in valuable, experienced directors being forced to leave the Board solely because of length of service. It is in the best interest of the Corporation not to have a mandatory retirement requirement for directors;
- it is the Corporation's view that the Board should reflect a balance between the experience and learning that comes with longevity of service on the Board and the need for renewal and fresh perspectives;

- while term limits can help ensure the Board gains fresh perspective, imposing this restriction means the Board would lose the contributions of longer serving directors who have developed a deeper knowledge and understanding of the Corporation over time. The Board does not believe that long tenure impairs a director's ability to act independently of management; and
- the Board believes that term limits have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and thereby provide an increasing contribution to the Board as a whole.

Instead, the Corporation believes that directors should be assessed based on their ability to continue to make a meaningful contribution. The Board's priorities continue to be ensuring the appropriate skill sets are present amongst the Board to optimize the benefit to the Corporation. The Corporation believes that annual elections by the Shareholders are a more meaningful way to evaluate the performance of directors and to make determinations about whether a director should be removed due to under-performance.

Board and executive team diversity

PetroTal is committed to maintaining a qualified and knowledgeable Board and considers a variety of diversity criteria in bringing expertise and perspectives to the Board. The Board considers diversity in terms of gender, age, ethnicity, business experience, professional expertise, personal skills, and stakeholder perspectives.

Policies Regarding the Representation of Women on the Board

PetroTal has not adopted a written diversity policy relating to the identification and nomination of women as director candidates for election to the Board. The Corporation has not adopted such a policy because the Board generally considers diversity of race, ethnicity, gender, age, cultural background, and professional experience in evaluating candidates for Board membership. While the Board generally considers the level of representation of its members, PetroTal does not believe that a formal policy, will necessarily result in the identification or selection of the best candidates.

The Board may consider the adoption of such a policy in the future if it deems it to be in the best interests of the Corporation.

Consideration of the Representation of Women in the Director Identification and Selection Process

When appointing individuals as potential candidates for election or re-election to the Board, the Corporate Governance and Compensation Committee does not specifically consider the level of representation of women on the Board. The Corporate Governance and Compensation Committee is focused on finding the most qualified individuals available to fill perceived needs on the Board for required skills, expertise, independence and other factors regardless of gender, race, ethnicity, age or cultural background, that will complement the Board and assist in providing strong stewardship for the Corporation.

Consideration of the Representation of Women in the Executive Officer Appointments

When appointing individuals as potential for executive officer positions, the Board considers the level of representation of women in executive officer positions. In considering individuals as executive officers, the Board at all times seeks the most qualified persons, regardless of gender, race, ethnicity, age or cultural background while taking into account the competencies, skills and personal and other diverse qualities required for new executive officers in order to add value to the Corporation in light of opportunities and risks facing the Corporation.

Targets regarding the Representation of Women on the Board and in Executive Officer Positions

The Corporation does not have any targets that specifically require the identification, consideration, nomination or appointment of women as Board nominees or for executive officer positions because the Corporate Governance and Nominating Committee generally identifies, evaluates and recommends candidates that, as a whole, consist of individuals with various and relevant career experience, industry knowledge and experience, and financial and other specialized experience, while taking diversity, including gender diversity, into account. In selecting a director nominee or an executive officer candidate, the Corporation considers the skills, expertise and background that would complement the existing Board or existing management team, as applicable. Directors and executive officers will be recruited based on their ability and contributions.

Number of Women on the Board and in Executive Officer Positions

As of the date hereof, there are two (2) women on the Board, representing 25% of the total number of directors on the Board. None of the four (4) executive officers of the Corporation of the total number of executive officers of the Corporation in 2023 are women. In the broader leadership group consisting of officers and managers, 6 of 26 are female.

AUDIT COMMITTEE

The Audit Committee is a committee of the Board to which the Board delegates its responsibility for oversight of the financial reporting process. The Audit Committee is also responsible for managing, on behalf of the Shareholders, the relationship between the Corporation and the external auditor.

Pursuant to NI 52-110, the Corporation is required to disclose certain information with respect to its Audit Committee, as summarized below.

Audit Committee Charter

The Corporation's Audit Committee charter (the "**Audit Committee Charter**") was adopted by the Board, and is attached as Schedule "E" to the information circular of the Corporation dated May 3, 2023, which is available free of charge under the Corporation's SEDAR+ profile at www.sedarplus.ca or by contacting the Corporation's legal counsel at Suite 4200, 888 – 3rd Street S.W., Calgary, Alberta T2P 5C5. The mandate of the Audit Committee is to oversee and provide assistance in financial reporting, financial policies and internal controls as well as to work with the external auditors to ensure the accuracy of the Corporation's financial disclosures. The Audit Committee must pre-approve all non-audit services to be provided by an external auditor.

Composition of the Audit Committee

As of the date hereof, the Audit Committee is comprised of:

<u>Name of Director</u>	<u>Independent (Yes/No)⁽¹⁾</u>	<u>Financially Literate (Yes/No)</u>
Eleanor Barker (Chair)	Yes	Yes
Mark McComiskey	Yes	Yes
Felipe Arbelaez Hoyos	Yes	Yes

Note:

(1) As defined in NI 52-110.

Relevant Education and Experience

Collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter.

Ms. Barker has over 26 years' experience in the international oil and gas business. Ms. Barker is currently the President of Barker Oil Strategies Inc., an oil and gas investment and consulting company. Ms. Barker was previously a director of Sterling Resources Ltd., the U.S. National Association of Petroleum Investment Analysis and the former President of the Canadian Association of Investment Analysts. Ms. Barker has held roles with Imperial Oil Limited and Gulf Canada Limited. Ms. Barker holds an Honours B.Sc. in Chemistry from Queen's University in Canada and an MBA from the University of Western Ontario.

Mr. McComiskey is a partner at AVAIO Capital, a firm that focuses on value-added infrastructure investment and that spun-out of AECOM in 2019. Prior to AVAIO, Mr. McComiskey was a partner at Prostar Capital's energy business and its successor firm, Vanwall Capital, LLC. Prior to Prostar, he was Co-Head of Private equity at First Reserve, a private equity firm focused on the energy industry. Mr. McComiskey holds a Juris Doctor degree from Harvard University and an AB degree in economics from Harvard College.

Mr. Arbelaez Hoyos is currently the Senior Vice President Hydrogen and Carbon Capture Systems for BP Energy in London. Mr. Arbelaez Hoyos is a Mechanical Engineer with a Masters in both Mechanical Engineering and Finance.

Each member of the Audit Committee has:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of those principles in connection with the accounting for estimates, accruals and provisions;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Corporation's external auditors, and approve in advance the provision of services other than audit services and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve any non-audit services or additional work, which the Chair of the Audit Committee deems as necessary.

External Auditor Service Fees by Category

The fees for auditor services billed by the Corporation's external auditors for the last two fiscal years are as follows:

Financial Year Ending December 31	Audit Fees (\$)	Audit-related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
2023	279,545	-	-	36,293
2022	253,455	-	-	-
2021	229,304	-	-	-

Environment, Social and Governance (“ESG”)

PetroTal is committed to providing a sustainable business plan that delivers meaningful opportunities for stakeholders, which includes dedicating: attention, consideration and resources to environmental stewardship and social responsibility, with a commitment to safety, ethics and transparency. 2021 marked a significant step forward in terms of ESG reporting and standards achieved, as the Corporation began calibrating its reporting to the Global Reporting Initiative and the Sustainability Accounting Standards Board frameworks, as well as for the United Nations’ Sustainable Development Goals. This committee has periodic meetings to discuss the ESG impact of PetroTal’s existing and proposed operations, and it is instrumental in reviewing the Corporation’s annual sustainability report. 2022 marked another significant step forward in terms of ESG reporting and standards achieved, aligning key projects with United Nations’ Sustainable Development Goals and improving the quality of life for many Peruvians. The Corporation took guidance from globally accepted frameworks in the preparation of its 2022 Sustainability Report, accessible on the website at <https://petrotal-corp.com/sustainability/>.

Some of the key ESG achievements related to governance in 2021 and 2022 include:

- Revised long-term incentive compensation to include ESG performance targets for emissions reductions and Indigenous workforce participation.
- Increased production from zero to over 25,000 bopd in just five (5) years.
- Improved Board diversity in 2022.
- Enhanced governance for the Corporation with the addition of two new independent Board members with significant leadership experience in Peru and the international oil and gas industry.
- Implemented board committee workplans to ensure effective execution and transparency at the board and committee levels.
- Distributed economic value in Peru of \$92.7 million in 2022 encompassing operating costs, salaries and benefits, payments to government and community investments including amounts related to the 2.5% development fund created by PetroTal in late 2021.
- Continue to assess climate change related opportunities which include but are not limited to:
 - An evaluation of the Bretana oilfield’s geothermal energy generation potential.
 - A power generation evaluation with bi-fuel (bring LNG to site to reduce/substitute oil and diesel consumption).
 - An evaluation to generate power from the river by using river turbines.
 - A diesel to solar panel transition at the Bretana oilfield and nearby communities;
 - A field wide reduction of flare gas from gas to power investments in infrastructure; and,
 - A carbon sequestration project partnership with Servicio Nacional de Areas Naturales Protegidas that utilizes peat bogs in the Pacaya Samiria National Reserve adjacent to the field.

- Improvement of the Corporation's climate change goals in 2022 by reiterating a 40% reduction of greenhouse gases of scope 1 and 2 by 2030, which aligns with Peru's environmental targets
- A reduction in 2022 scope 1 emissions intensity to a peer leading 6.96 kg CO₂eq/bbl from 11.40 kg CO₂eq/bbl in 2021, with significant opportunities in future years for reduction through technology and operating innovation.
- A commitment to local value creation with a strong Peruvian workforce irrespective of race, disability, sexual orientation, or age.
- No fatalities or work related near misses during 2022 despite total number of hours worked increasing to nearly 2.8 million in 2022 from 2.1 million in 2021 by employees and contractors.

PetroTal was awarded two ESG awards, first in biodiversity conservation for its Biodiversity Monitoring Program and the second, for its Fishing Innovation Program in the Puinahua District, both from the Peruvian National Mining, Oil and Energy Society.

Board Oversight of ESG Matters

PetroTal seeks to foster the creation of value through our operations while conducting business and interacting with employees, independent contractors, lessees, clients, suppliers, governmental entities, the public, our communities, and other stakeholders in a responsible and ethical manner. The Board and executive officers are responsible for overseeing the strategy and conduct of the entire business. PetroTal believes that ethical behavior and good corporate leadership and governance exemplify our culture and are critical to our long-term success as a trusted operator and partner to the community.

The Health, Safety, Environment, and Corporate Social Responsibility Committee is charged with monitoring adherence to our ESG standards and with formally reviewing our performance on an ongoing basis with our Board and executive leadership. This Health, Safety, Environment, and Corporate Social Responsibility Committee has periodic meetings to discuss the ESG impact of our existing and proposed operations, and it is instrumental in reviewing the Corporation's annual sustainability report.

The Board is responsible for the overall stewardship of the Corporation and for dealing with issues that are pivotal to determining the Corporation's strategy and direction. Directly and through the appointment of certain committees, the Board has put in place an effective system for monitoring the implementation of corporate strategies. The Board is not involved in the day-to-day operations of the Corporation because the Corporation's management conducts these operations. The Board meets regularly to consider and approve the strategic objectives of the Corporation and the management plans designed to accomplish those objectives. When appropriate, key management personnel and professional advisors are invited to attend Board meetings to speak on these issues. The Board also meets as necessary to consider specific developments and opportunities as they arise, including asset acquisitions and dispositions, and financing proposals. The Board approves, among other things, all issuances of securities of the Corporation, the appointment of officers, entering into lines of credit or other significant borrowing activities, and all significant transactions. The Board considers but has no formal policies concerning management development and succession.

OVERSIGHT OF CLIMATE RISKS

Climate change is a serious threat to society, a risk that must be priced into PetroTal's activities and a cause that deserves special attention in how the Corporation manages its own environmental footprint. The Corporation endeavours to proactively identify its environmental and climate-related financial risks.

The HSES Committee, in conjunction with the Board, is responsible for identifying the principal risks of the Corporation's business and overseeing management's implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. PetroTal is committed to conducting environmental assessments and drawing up appropriate environmental management plans and strategies for environmental protection, pollution prevention, sustainable use of resources, mitigation and adaptation

to climate change, and protection of biodiversity and ecosystems according to the nature and scope of each project and operation.

The Board believes that appropriate risk management systems and methodologies are in place, to identify, assess and manage climate-related risk. The Board ensures that the directors and management have, or have access to, appropriate industry-specific climate-related expertise to understand and manage climate-related risk. In addition, climate-related risks and opportunities are integrated into the Corporation's strategic plan.

Metrics and Targets

The ability to provide accessible and cost effective environmental solutions is realized through innovation of our business processes and the environmental solutions the Corporation provides. PetroTal will work to have these accomplishments recognized both internally and externally. PetroTal anticipates its interim goals to reduce its environmental footprint will be achieved through a number of key initiatives, including those listed below.

- Gradually replacing traditional energy generation equipment and processes with renewable energy
- Implementing maintenance plans and operational controls to reduce greenhouse gas (“GHG”) emissions and eradicate flaring/burning processes in our operations.
- Inventory and reduction of methane in the operations location.
- Reducing the balance of its GHG Scope 1 and Scope 2 emissions by 2030 by 40% compared with the 2021 baseline intensity level.
- Increasing forest cover through our forest plantations or in third-party projects for carbon sequestration purposes.
- A commitment to achieving net-zero biodiversity loss by 2030, by implementing a robust flora and fauna hydrobiological monitoring program around 400 meters surrounding the area of operating influence near the Bretana oilfield.
- Aligning with the Task Force on Climate-Related Financial Disclosures framework in terms of reporting our governance structure.
- Identifying, assessing, and managing climate-related risks and their current and potential impacts.

CYBERSECURITY

PetroTal has developed a cybersecurity framework to improve its cybersecurity resilience. To address the growing threat of cyber-attacks, PetroTal invests in security initiatives that include technology, processes, resourcing, training, disaster recovery and regular testing and benchmarking against best practices. PetroTal also seeks to ensure that its portfolio companies have effective cybersecurity controls that are aligned with PetroTal's best practice cybersecurity policies and standards.

In addition, the Board, either directly or through the Audit Committee, oversees and monitors, the Corporation's risks relating to information technology, systems, and security, including in relation to cybersecurity. The Board, oversees and reviews PetroTal's assessment of cybersecurity risks relating to information technology and systems and its cybersecurity programs and cyber-resiliency practices and related identification, protection, detection and response measures, including the steps that management has taken to monitor, control and respond to such exposures. The Audit Committee also receives periodic briefings on information technology and cyber threats, and regularly briefs the Board on these matters in order to enhance our directors' literacy on information technology and cyber issues.

In 2023, PetroTal did not experience any material cybersecurity breach.

ADDITIONAL INFORMATION

Financial information of the Corporation is provided in the Corporation's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year. A copy of these documents may be obtained by mailing a request to the Corporation at its offices at Suite 310, 16200 Park Row, Houston, Texas 77084.

Copies of these documents, as well as additional information relating to the Corporation contained in documents filed by the Corporation with the Canadian securities regulatory authorities, may also be accessed through the SEDAR+ website at www.sedarplus.ca.

SCHEDULE A

BOARD OF DIRECTORS MANDATE

A. GENERAL

The Board of Directors (the “**Board**”) of PetroTal Corp. (the “**Corporation**”) is responsible for the stewardship of the Corporation’s affairs and the activities of management of the Corporation in the conduct of day to day business, all for the benefit of its shareholders.

The primary responsibilities of the Board are:

- (a) to maximize long term shareholder value;
- (b) to approve the strategic plan of the Corporation;
- (c) to ensure that processes, controls and systems are in place for the management of the business and affairs of the Corporation and to address applicable legal and regulatory compliance matters;
- (d) to maintain the composition of the Board in a way that provides an effective mix of skills and experience to provide for the overall stewardship of the Corporation;
- (e) to ensure that the Corporation meets its obligations on an ongoing basis and operates in a safe and reliable manner; and
- (f) to monitor the performance of the management of the Corporation to ensure that it meets its duties and responsibilities to the shareholders.

B. COMPOSITION AND OPERATION

The number of directors shall be not less than the minimum and not more than the maximum number specified in the Corporation’s articles and shall be set from time to time within such limits by resolutions of the shareholders or of the Board as may be permitted by law. Directors are elected to hold office for a term of one year. The Board will analyze the application of the “independent” standard as such term is referred to in National Instrument 58-101-*Disclosure of Corporate Governance Practices*, to individual members of the Board on an annual basis and disclose that analysis. The Board will in each year appoint a chairperson of the Board (the “**Chair**”).

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its Chair, nominating candidates for election to the Board, constituting committees of the Board and determining compensation for the directors. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act (Alberta)* (the “**ABCA**”), the Board may constitute, seek the advice of, and delegate certain powers, duties and responsibilities to, committees of the Board.

C. MEETINGS

The Board shall have a minimum of four regularly scheduled meetings per year. Special meetings are called as necessary. Occasional Board trips are scheduled, if possible, in conjunction with regular Board meetings, to offer directors the opportunity to visit sites and facilities at different operational locations. A quorum for a meeting of the Board shall consist of a simple majority of the members of the Board.

The Board will schedule executive sessions where directors meet with or without management participation at each regularly-scheduled meeting of the Board.

D. SPECIFIC DUTIES

(a) Oversight and Overall Responsibility

In fulfilling its responsibility for the stewardship of the affairs of the Corporation, the Board shall be specifically responsible for:

- (i) providing leadership and direction to the Corporation and management with the view to maximizing shareholder value. Directors are expected to provide creative vision, initiative and experience in the course of fulfilling their leadership role;
- (ii) satisfying itself as to the integrity of the Chief Executive Officer (the “**CEO**”) and other senior officers of the Corporation and ensuring that a culture of integrity is maintained throughout the Corporation;
- (iii) approving the significant policies and procedures by which the Corporation is operated and monitoring compliance with such policies and procedures, and, in particular, compliance by all directors, officers and employees with the provisions of the Code of Business Conduct and Ethics;
- (iv) reviewing and approving material transactions involving the Corporation, including the acquisitions and dispositions of material assets by the Corporation and material capital expenditures by the Corporation;
- (v) approving budgets, monitoring operating performance and ensuring that the Board has the necessary information, including key business and competitive indicators, to enable it to discharge this duty and take any remedial action necessary;
- (vi) establishing methods by which interested parties may communicate directly with the Chair or with the independent directors as a group and cause such methods to be disclosed;
- (vii) developing written position descriptions for the Chair and for the chair of each Board committee; and
- (viii) making regular assessments of the Board and its individual members, as well as the effectiveness and contributions of each Board committee.

(b) Legal Requirements

- i) The Board has the oversight responsibility for meeting the Corporation’s legal requirements and for properly preparing, approving and maintaining the Corporation’s documents and records.
- ii) The Board has the statutory responsibility to:
 - (1) manage the business and affairs of the Corporation;
 - (2) act honestly and in good faith with a view to the best interests of the Corporation;
 - (3) exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
 - (4) act in accordance with its obligations contained in the ABCA and the regulations thereto, the articles and by-laws of the Corporation, and other relevant legislation and regulations.

- iii) The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
- (1) any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - (2) the filling of a vacancy among the directors or in the office of auditor;
 - (3) the appointment of additional directors;
 - (4) the issuance of securities except in the manner and on the terms authorized by the Board;
 - (5) the declaration of dividends;
 - (6) the purchase, redemption or any other form of acquisition of shares issued by the Corporation, except in the manner and on the terms authorized by the Board;
 - (7) the payment of a commission to any person in consideration of such person's purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any shares of the Corporation;
 - (8) the approval of management proxy circulars;
 - (9) the approval of any financial statements to be placed before the shareholders of the Corporation at an annual general meeting; and
 - (10) the adoption, amendment or repeal of any by-laws of the Corporation.

(c) Independence

The Board shall have the responsibility to:

- i) implement appropriate structures and procedures to permit the Board to function independently of management (including, without limitation, through the holding of meetings at which non-independent directors and management are not in attendance, if and when appropriate);
- ii) implement a system which enables an individual director to engage an outside advisor at the expense of the Corporation in appropriate circumstances; and
- iii) provide an orientation and education program for newly appointed members of the Board.

(d) Strategy Determination

The Board shall:

- i) adopt and annually review a strategic planning process and approve the corporate strategic plan, which takes into account, among other things, the opportunities and risks of the Corporation's business; and
- ii) annually review operating and financial performance results relative to established strategy, budgets and objectives.

(e) Managing Risk

The Board has the responsibility to identify and understand the principal risks of the Corporation's business, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that appropriate systems are in place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

(f) Appointment, Training and Monitoring of Senior Management

The Board shall:

- i) appoint the CEO and other senior officers of the Corporation, approve (upon recommendations from the Corporate Governance and Compensation Committee) their compensation, and monitor and assess the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value;
- ii) ensure that a process is established that adequately provides for succession planning including the appointment, training and monitoring of senior management;
- iii) establish limits of authority delegated to management; and
- iv) develop a written position description for the CEO.

(g) Reporting and Communication

The Board has the responsibility to:

- i) verify that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
- ii) verify that the financial performance of the Corporation is reported to shareholders, other security holders and regulators on a timely and regular basis;
- iii) verify that the financial results of the Corporation are reported fairly and in accordance with International Financial Reporting Standards from time to time;
- iv) verify the timely reporting of any other developments that have a significant and material impact on the value of the Corporation;
- v) report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year; and
- vi) develop appropriate measures for receiving stakeholder feedback.

(h) Monitoring and Acting

The Board has the responsibility to:

- i) review and approve the Corporation's financial statements and oversee the Corporation's compliance with applicable audit, accounting and reporting requirements;
- ii) verify that the Corporation operates at all times within applicable laws and regulations to the highest ethical and moral standards;
- iii) approve and monitor compliance with significant policies and procedures by which the Corporation operates;

- iv) monitor the Corporation's progress towards its goals and objectives and to work with management to revise and alter its direction in response to changing circumstances;
- v) take such action as it determines appropriate when the Corporation's performance falls short of its goals and objectives or when other special circumstances warrant; and
- vi) verify that the Corporation has implemented appropriate internal control and management information systems.

(i) Other Activities

The Board may perform any other activities consistent with this mandate, the articles and by-laws of the Corporation and any other governing laws as the Board deems necessary or appropriate including, but not limited to:

- i) preparing and distributing the schedule of Board meetings for each upcoming year;
- ii) calling meetings of the Board at such time and such place and providing notice of such meetings to all members of the Board in accordance with the by-laws of the Corporation; and
- iii) ensuring that all regularly-scheduled Board meetings and committee meetings are properly attended by directors. Directors may participate in such meetings by conference call if attendance in person is not possible.

(j) Code of Business Conduct and Ethics

The Board shall be responsible to adopt a "Code of Business Conduct and Ethics" for the Corporation which shall address:

- i) conflicts of interest;
- ii) the protection and proper use of the Corporation's assets and opportunities;
- iii) the confidentiality of information;
- iv) fair dealing with various stakeholders of the Corporation;
- v) compliance with laws, rules and regulations; and
- vi) the reporting of any illegal or unethical behaviour.

E. BOARD COMMITTEES

The Board shall at all times maintain: (a) an Audit Committee; (b) a Reserves Committee; (c) a Corporate Governance and Compensation Committee; and (d) a Health, Safety, Environment and Social Committee, each of which must report to the Board. Each such committee must operate in accordance with the by-laws, applicable law, its committee charter and the applicable rules of any stock exchange on which the shares are traded. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by its by-laws and applicable law, and as the Board sees fit. The purpose of the Board committees is to assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for matters assigned to the committees for determination. Except as may be explicitly provided in the charter of a particular committee or a resolution of the Board, the role of a Board committee is to review and make recommendations to the Board with respect to the approval of matters considered by the committee.

F. DIRECTOR ACCESS TO MANAGEMENT

The Corporation shall provide each director with complete access to the management of the Corporation, subject to reasonable advance notice to the Corporation and reasonable efforts to avoid disruption to the Corporation's management, business and operations. Prior to any director of the Corporation initiating a discussion with any employee of the Corporation, including management, such director shall have the obligation to provide notice to the Chair and the Chief Executive Officer of the Corporation that the director intends on initiating such a discussion.

G. DIRECTOR COMPENSATION

The Board, upon recommendation of the Corporate Governance and Compensation Committee, will determine and review the form and amount of compensation to directors.