



FRONTERA ENERGY CORPORATION

PUBLIC DISCLOSURE POLICY

Overview

Frontera Energy Corporation, including its subsidiaries that are subject to the Code of Business Conduct and Ethics (collectively, the “**Corporation**”), is committed to the timely, consistent and transparent dissemination of material information about the Corporation, in accordance with applicable securities laws on disclosure.

Adhering to a clearly defined and rigorous disclosure policy ensures that full and accurate material information concerning the Corporation’s securities is available to domestic and international markets. Such communications can also have a positive impact on the Corporation’s image and reputation with external stakeholders.

Application

This public disclosure policy (the “**Policy**”) applies to all directors, officers, employees (whether temporary, fixed-term, or permanent), consultants, contractors, subcontractors, trainees, seconded staff, home workers, volunteers, interns, agents, sponsors, or any other person or persons working for the Corporation, no matter where they are located in the world (“**Personnel**”) and those authorized to speak on behalf of the Corporation. It covers disclosures in documents filed with the securities regulatory authorities, financial and non-financial disclosure, including management's discussion and analysis, written statements made in the Corporation’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on any Corporation website and other electronic communications. It extends to oral statements made in individual or group meetings and in telephone conversations with analysts and investors, road shows, in interviews with the media and in speeches, press conferences and conference calls.

Objectives

The objectives of the Policy are to:

- adhere to both the letter and spirit of the securities laws and the requirements of the Toronto Stock Exchange (the “**TSX**”) applicable to the Corporation;
- ensure external communications are handled in a manner that enhances public confidence in the Corporation and that every shareholder (existing and potential) has equal access to information that may affect their investment decisions;

- assist “insiders” with determining whether information should be considered a “material fact”¹ or a “material change”²;
- ensure that “insiders” are aware of their responsibilities regarding knowledge of “material facts” or “material changes” prior to such information being made public, and aware of the risks and penalties regarding the inappropriate and unauthorized disclosure of such information;
- ensure that material information (both positive and negative) about the Corporation is publicly disclosed in a timely manner by the appropriate officers of the Corporation;
- ensure that material information is released on a uniform basis across jurisdictions in which the Corporation’s securities are listed; and
- ensure consistent application of the Policy across the Corporation’s operations.

Disclosure Committee

The Corporation’s Disclosure Committee (the “**Committee**”) is a non-board committee that is responsible for implementing the Policy and ensuring adherence to the Policy by all Personnel. The Committee currently consists of the following Personnel:

- Chief Executive Officer
- Chief Financial Officer
- General Counsel
- Corporate Vice President, Capital Markets
- Director of Finance and Corporate Controller

The Committee may, from time to time, appoint or remove Personnel to the Committee.

The Committee also conducts periodic reviews of the Policy to ensure it incorporates regulatory changes and reflects current policy trends by securities regulators and stock exchanges in applicable jurisdictions.

Authorized Spokespersons

The following Personnel (“**Authorized Spokespersons**”) are responsible for disclosing material information in accordance with this Policy and with regulatory requirements:

- Chairman of the Board
- Chief Executive Officer
- Chief Financial Officer
- General Counsel
- Corporate Vice President, Capital Markets

The Committee may, from time to time, appoint or remove Authorized Spokespersons. In addition, the Committee may, from time to time, designate other Personnel to respond to specific inquiries as necessary or appropriate.

¹ “**material fact**” in relation to the Corporation is any information relating to the business and affairs of the Corporation that results in or would reasonably be expected to result in a significant change in the market price or value of any of the Corporation’s securities.

² A “**material change**” means (i) a change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Corporation, or (ii) a decision to implement a change referred to in (i) made by the Board or other persons acting in a similar capacity or by senior management of the Corporation who believe that confirmation of the decision by the Board or such other person acting in a similar capacity is probable [Securities Act (Ontario), s.1(1)].

The Authorized Spokespersons are responsible for the disclosure of material information to the media, investors and analysts. However, to avoid delays in disclosure, each Authorized Spokesperson may appoint a back-up when unavailable.

The Authorized Spokespersons, and back-ups as applicable, must be fully briefed on the Corporation's operations and keep up to date on developments that may require disclosure. They must have a thorough understanding of disclosure rules or access to advice in order to be able to evaluate whether or not particular information is in fact material. If the Authorized Spokespersons or their back-ups are unsure as to whether or not information should be confidential, it should be discussed with the General Counsel.

No Personnel, other than Authorized Spokespersons, their back-ups, or officers of the Corporation expressly authorized by the Committee, may speak or respond on behalf of the Corporation. (including on a "no-names" or "off the record" basis). All inquiries received from an outside party (e.g. news media, securities analysts, institutional investors, individual investors) must be immediately referred to a member of the Committee.

The Disclosure Process

Regulations of stock exchanges and securities commissions impose certain obligations on the Corporation to adequately disclose material information. These regulations are intended to ensure fairness for all by ensuring that the securities of a company may be freely traded between parties who have the same degree of information about the company.

Material Information

Material information consists of both material facts and material changes regarding the business and affairs of the Corporation. Material information is information which may reasonably be expected to have a significant impact on the market price or value of the Corporation's securities. When determining whether information is material, a number of factors must be considered including the nature of the information itself, the volatility of the Corporation's securities and prevailing market conditions. As the nature of the business changes, information that was once considered material may be considered immaterial and vice versa. The determination of whether information is material or not should be evaluated on a case by case basis. The determination as to whether or not any information pertaining to the Corporation is material and whether and when it will be disclosed will be made as per the procedure set out below. If there is any doubt whether the information is material, the Corporation will take the position that the information is material.

The Committee will exercise its best judgment and experience in deciding whether information is material. Determining the materiality of information is guided by applicable securities law and therefore, should there be any doubt, the Committee shall seek the advice of the General Counsel.

Material changes must be publicly disclosed by news release and regulatory filings. Information is also posted on the Corporation's website, and may be communicated via facsimile or e-mail concurrent with the issuance of a news release.

For further information on what constitutes "material information", please see the Appendix "A" entitled "Material Information", attached hereto.

Nature of Disclosures

When a decision has been made by the Committee that information is material and should be disclosed, the Committee will follow its approved procedures with respect to news releases to ensure timely dissemination.

The Committee shall provide a draft of each press release to the Chair of the Board for review and comment, prior to final approval by the Committee.

The Board or the Audit Committee, as the case may be, will review source material in respect of all news releases containing material financial information, financial results or earnings guidance. Where a release is being made during the trading hours of the TSX, the Committee will, in advance of the release of the news release, advise Market Surveillance of the contents of the news release, provide Market Surveillance with a copy of the news release, and advise Market Surveillance of the proposed method of dissemination.

The news release page of the Corporation's website includes a notice that advises readers that the information posted was accurate at the time of posting, but may be superseded by subsequent developments which may or may not be addressed in news releases.

Annual and interim financial results must be publicly released following Board approval of the financial statements, and management's discussion and analysis.

In the event of a material change, a press release must be issued forthwith and a report must be filed as soon as practicable thereafter and in any event within ten days of the date on which the change occurs.

Any statement made by the Corporation must be true, complete, and accurate. Half-truths are considered misleading and must not be used. In general, an omitted fact is material if there is likelihood that its disclosure would have been considered significant by a reasonable investor.

Personnel must notify a member of the Committee of the error as soon as possible after becoming aware that previously disclosed information contains an error. If such error is determined to be a misrepresentation under applicable securities laws, the Committee will inform the Board of the error and will take immediate steps to publicly correct the error.

“Selective disclosure”- which is the disclosure of material information to one or more outside parties only (other than professional advisors of the Corporation) - is forbidden. If it inadvertently occurs, full public disclosure must be made immediately by issuing a news release. Personnel having reason to believe that selective disclosure of material information has occurred, should immediately advise a member of the Committee to determine the appropriate course of action.

Any expression of opinion by the Corporation's management must reflect the same objective rigor as reporting a fact or event. In other words, the opinion should be able to withstand a subsequent legal challenge that may be made with the benefit of hindsight. Such an opinion or projection must be made in good faith and have a reasonable basis.

Maintaining Confidentiality

An important aspect of the Corporation's compliance with disclosure requirements is its ability to maintain confidentiality of corporate information and corporate documents until it is to be deemed material information and must be publicly disseminated. Examples might be discussions or negotiations in connection with a merger, acquisition or a significant transaction.

Current securities laws take into account the need for confidentiality in these types of circumstances, and allow companies to maintain confidentiality of certain information if its release would be unduly detrimental to the Corporation's interest, provided a confidential material change report is filed with the applicable securities regulators in the case of a material change. The Corporation is obliged to keep the information confidential to avoid selective disclosure except in the necessary course of business. With respect to a confidential material change report, this request must be renewed every ten days. The applicable securities regulators must be advised of the status of the confidential material change every ten days until such material change has been generally disclosed.

Even if the Corporation withholds material information because immediate release of the material information would be unduly detrimental to the interests of the Corporation, a subsequent leak in a selective setting, such as an analyst meeting or a conference call, will render timing issues moot. In this situation, the information must be broadly disseminated immediately.

Finally, the Corporation understands that the ability to maintain confidentiality does not constitute permission to withhold bad news because such information may be detrimental to the Corporation or its share price. The Corporation will release unfavorable information as promptly as favorable information. We believe that this builds public trust in the Corporation, enhances fairness and transparency in our dealings with investors, and is conducive to our long-term success.

All Personnel should adopt the following practices when dealing with confidential information:

- If any ambiguity exists as to whether or not information should be confidential, it should be discussed with the General Counsel.
- The number of people, including outside parties such as external legal counsel, with access to undisclosed confidential information, should be limited to on a "need to know" basis and such persons shall be advised that the information is to be kept confidential.
- Personnel with such information are prohibited from communicating it to other Personnel or any other individual unless in the necessary course of business.
- Personnel with such information are prohibited from making use of such information in purchasing or selling securities of the Corporation. For further information in this regard, please review the Corporation's Insider Trading Policy.
- Sensitive documents should be locked safely.
- Sensitive documents should not be stored where they can be accessed electronically such as shared servers unless measures have been taken to limit access.
- Code names should be used to reduce the risk of inadvertent disclosure.
- Discussions should not take place where they can be overheard, such as in restaurants, elevators, taxis, dinner parties or any other public settings.
- Personnel privy to non-public material information must refrain from discussing investment in the Corporation with anyone.
- If undisclosed material information is disclosed in the necessary course of business, recipients will be advised that the information must be kept confidential. In the event that there is an ambiguity as to whether or not the disclosure of certain confidential information is considered to be in the necessary course of business, the party responsible for the disclosure should consult the General Counsel. For greater certainty, disclosure to analysts, other members of the investment community or the media will generally not be considered to be "in the necessary course of business".

Responding to Public Comment or Rumors

The Corporation is not normally obliged to correct or comment on rumors or inaccurate statements about

the Corporation made by a third party and without involvement. In most cases the appropriate response would be that: "It is not our policy to comment on rumors."

However, in those instances when a rumor can be traced to a statement previously made by the Corporation, or when a persistent rumor is affecting the price of the Corporation's securities, it may become necessary for the Corporation to correct an inaccuracy or deny or confirm the rumor. Members of the Committee will make this determination. If a stock exchange on which the Corporation's securities are listed or a securities regulatory authority requests the Corporation to issue a statement in response to a rumor, the Committee will consider the matter and authorize the appropriate response in accordance with the Policy.

Dealing with Research Analysts

In General

While the Corporation recognizes that analysts and portfolio managers require more detailed, non-material information to make their analyses and assessments, the Corporation shall, after consultation with the Chair of the Audit Committee, provide the same level of information simultaneously to individual investors, reporters or the general public, upon request.

Conversations with analysts should be limited to an explanation or clarification of publicly available information. If material undisclosed information concerning the Corporation is inadvertently disclosed to analysts (or to the media), then general disclosure of that information must follow immediately.

Reviewing the Analysts' Reports

From time to time the Corporation is asked to respond to financial models or drafts of analysts' research reports. The Chief Financial Officer or someone designated by him or her will review them for factual errors of publicly disclosed information and to provide guidance only regarding assumptions that are either unrealistic or are based upon errors in historical fact. In order to avoid appearing to "endorse" an analyst's report or model, the Corporation will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy. Control of this process is to be centralized through the Committee.

Distribution of Analysts' Reports

Re-circulating a report by an analyst may be viewed as an endorsement by the Corporation of the report. Additionally, analyst reports are proprietary products of the analyst's firm. For these reasons, if the Corporation should decide to provide analyst reports through any means to persons outside of the Corporation, the Corporation will first obtain approval from such analyst and will also communicate to the recipients that the providing of such report is not intended to be an endorsement by the Corporation of the report. The Corporation will post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide active research coverage on the Corporation.

Distribution of analysts' reports internally within the Corporation shall be limited to Personnel on a need-to-know basis, strictly for the purpose of facilitating the performance of work such Personnel is responsible for.

Analyst Meetings, Media and Industry Conferences

The Corporation may hold meetings with individual analysts and portfolio managers and representatives of the Corporation may attend industry conferences. During these meetings and conferences, no undisclosed material information is to be disclosed. However, if information discussed in the session or conference materially modifies or expands upon information previously released, an additional news release containing the new material information disclosed is to be issued immediately.

Invitations to give external speeches or other presentations relating to the Corporation's business or operations at conferences or other public venues at which stakeholders, industry counterparts, business partners, government representatives or media may be present, or which are expected to become available to any of the above, must be pre-approved by the Chief Executive Officer before acceptance and the content of any such speeches or presentations must be reviewed and approved by an Authorized Spokesperson or his designee. Any such speeches or other presentations that may contain material information that has not previously been publicly disclosed by the Corporation must be referred to the Committee for prior review and comment.

Conference Calls

The Corporation shall hold conference calls for quarterly earnings and, to the extent practicable, for major corporate developments. Such conference calls will be accessible simultaneously to all interested parties by telephone or by webcast over the Internet and will be preceded by a news release containing all relevant material information.

The Corporation will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and webcast. In addition, the Corporation may send invitations to analysts, institutional investors, the media and others invited to participate. A tape recording of the conference call and/or archived audio webcast on the Internet will be made available following the call and/or webcast for a minimum of 14 days.

Forward-looking Information

In the normal course of business, the Corporation's executives will offer opinions or forecasts to outside parties regarding the Corporation's future prospects or financial performance. This "forward-looking information" must be clearly identified as such, and must be accompanied by appropriate cautionary statements identifying important factors that could cause actual results to differ materially from those identified in the information and by the material factors or assumptions used to develop forward-looking information. The Corporation will update forward-looking information as required by applicable securities law.

A statement to benefit from applicable "safe harbor" provisions of securities laws must accompany statements that are "forward-looking" in nature.

The Committee must obtain the approval of the Board or the Audit Committee, as the case may be, before issuing a news release containing forward-looking information, financial information or earnings guidance which is based on or derived from financial statements that have not been released.

Blackout Periods

In addition to any other restrictions imposed by the Insider Trading Policy, trading of the Corporation's securities by Restricted Persons (as defined below) is prohibited during the following "blackout" periods:

- the period commencing fifteen (15) days prior to the release of the Corporation's quarterly financial results and ending at the opening of trading on the first business day following public release of such results; provided that if a Restricted Person obtains knowledge of material information in connection with the preparation or review of quarterly financial results the "blackout" period for such Restricted Person shall commence at the time he or she obtains such knowledge;
- the period commencing thirty days prior to the release of the annual financial results and ending at the opening of trading on the first business day following public release of such results; provided that if a Restricted Person obtains knowledge of material information in connection with the preparation or review of the annual financial results the "blackout" period for such Restricted Person shall commence at the time he or she obtains such knowledge; and
- the period commencing after the receipt of a notice from the General Counsel or the Deputy General Counsel of an instruction not to trade until further notice is given by such person.

"Restricted Persons" means:

- all directors and officers of the Corporation; and
- any employee or other person retained by the Corporation who: (i) is determined by the Corporation from time to time to be a Restricted Person; or (ii) receives notification from the General Counsel or the Deputy General Counsel that such employee or other person is regarded as a Restricted Person.

During a blackout period, the Corporation will not make presentations at any analyst or investor conferences at which any matters related to earnings or operating or financial performance may be discussed and no earnings guidance will be provided other than pursuant to a news release. In addition, other external speeches or other presentations relating to the Corporation's business or operations may only be given during a blackout period with the prior consent of the Committee.

Electronic Communications

The Committee shall be responsible for the Corporation's website and ensuring it complies with applicable securities laws, the policies of any stock exchange on which the Corporation is listed and the Corporation's internal disclosure policies. However, the Committee may delegate such responsibility, specifically in respect of reviewing, maintaining and updating the Corporation's website. The Corporation shall have available on its website financial statements and news releases and provide a link to SEDAR where all of the Corporation's continuous disclosure filings can be reviewed. In addition, the Corporation's website must post current, effective versions of the following documents on an easily identifiable webpage accessible from the Corporation's home page or investor relations page:

- Constatting or establishing documents;
- Majority Voting Policy;
- Advance Notice Policy;
- position descriptions for the Chairman of the Board and, if applicable, the lead director;
- Board Mandate; and
- Board committee charters.

The Corporation shall not post analysts' reports on its website. The Corporation will, however, include on its website a list of analysts who cover the Corporation.

Disclosure on the Corporation's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material changes on the Corporation's website must be preceded by the issuance of a news release.

In order to ensure that material undisclosed information is not inadvertently disclosed, Personnel, other than the Authorized Spokesperson, are prohibited from speaking on behalf of the Corporation and disclosing matters pertaining to the Corporation or its securities through social media platforms, including actively participating in discussions in Internet chat rooms, bulletin boards or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. Personnel who encounter a discussion or disclosure pertaining to the Corporation should advise a member of the Committee immediately.

Enforcement of the Policy

New Personnel will be advised of these policies and their importance.

Personnel who violate these policies may face disciplinary action up to and including termination of his or her employment with the Corporation. The violation of any of these policies may also violate certain securities laws. If the Corporation discovers that Personnel have violated such securities laws, it may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

Currency of this Policy

This is a Board Policy and it was last revised effective January 15, 2021.

APPENDIX “A”: MATERIAL INFORMATION

While it is impractical to establish an absolute rule in determining what constitutes material information and whether or when disclosure is required, public disclosure should be considered in the case of the following events. This list is not exhaustive:

- Significant changes in corporate structure, such as re-organizations, amalgamations, mergers etc.;
- Changes in share ownership that may affect control of the Corporation (including take-over and insider bids);
- Material modifications to rights of security holders;
- Possible initiation of a proxy fight;
- Changes in capital structure (including stock splits);
- Issuer bids by the Corporation to purchase its own shares;
- Borrowing of significant amount of funds;
- Public or private sale of additional securities, including offerings of shares, warrants, rights or debt securities;
- Calling of securities for redemption;
- Declarations or failure to declare dividends;
- Increases or decreases in regular dividends;
- Events of default under financing or other agreements;
- Significant developments affecting the Corporation’s resources, technology, products or markets;
- Significant exploration results;
- Significant corporate acquisitions or disposals (shares or assets), including a take-over bid for, or merger with, another company;
- Entering into or loss of significant contracts;
- Significant disputes with labor, contractors or suppliers;
- Significant developments in litigation or regulatory proceedings;
- Significant increases or decreases in near-term earnings prospects;
- Unexpected changes in the financial results for any period;

- Shifts in financial circumstances, such as cash flow reductions, or major asset write-offs or write-downs;
- Changes in the value or composition of the Corporation's assets;
- Significant changes in the Corporation's oil or gas reserves;
- Significant changes in capital investment plans or corporate objectives;
- Changes to the Board or executive management;
- Any notice that reliance on a prior audit is no longer appropriate;
- Listing of the Corporation's securities on a new quotation system or exchange or the de-listing of the Corporation's securities or their movement from one quotation system or exchange to another;
- The borrowing or lending of a significant amount of money;
- Defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors;
- Changes in rating agency decisions;
- Significant new credit arrangements; and
- Changes in the laws, political stability or business environment in any international jurisdiction where the Corporation carries on business.