



**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION**

**4 September 2024**

**ALL SHARE OFFER**

**for**

**Trinity Exploration & Production Plc ("Trinity")**

**by**

**Touchstone Exploration Inc. ("Touchstone")**

**Rule 2.10(c) disclosure**

CALGARY, ALBERTA – In Touchstone's announcement on 5 August 2024, it noted that it had received a letter of intent from Mr. Andrew Byles in respect of an aggregate number of 1,000,000 Trinity Shares, representing approximately 2.58 per cent. of Trinity's issued share capital, confirming, *inter alia*, his support for the offer announced by Touchstone for Trinity (the "Touchstone Offer") on 1 May 2024 (the "Letter of Intent"). On 21 August 2024, Touchstone announced that Mr. Byles had sold 60,000 Trinity Shares. On 23 August 2024, Touchstone announced that Mr. Byles had sold a further 85,000 Trinity Shares. On 28 August, Touchstone announced that Mr. Byles had sold a further 210,000 Trinity Shares. On 30 August 2024, Touchstone announced that Mr. Byles had sold a further 220,331 Trinity Shares.

Touchstone has been informed by Mr. Byles that he has sold a further 250,000 Trinity Shares. As a result, the total number of Trinity Shares which are subject to the Letter of Intent is now 174,669 Trinity Shares, representing 0.45 per cent. of the issued share capital of Trinity (excluding any Trinity Shares held in treasury) as at the close of business on 3 September 2024 (being the last practicable date prior to this announcement).

When taken together with the Irrevocable Undertakings provided by Trinity Shareholders, the total number of Trinity Shares subject to Irrevocable Undertakings and the Letter of Intent is 15,258,013 Trinity Shares, representing approximately 39.32 per cent. of the ordinary share capital of Trinity in issue on 3 September 2024 (being the latest practicable date prior to this announcement and excluding any Trinity Shares held in treasury).

Capitalised terms used but not defined in this announcement have the meanings given to them in the shareholder circular relating to the Touchstone Offer which was published by Trinity on 24 May 2024.

**Enquiries:**

**Touchstone Exploration Inc.**

Paul Baay, President and Chief Executive Officer

Tel: +1 (403) 750-4487

Scott Budau, Chief Financial Officer

Brian Hollingshead, Vice President Engineering and Business Development

**Shore Capital (Lead Financial Adviser, Nominated Advisor and Joint Broker)**

Daniel Bush / Toby Gibbs / Tom Knibbs

Tel: +44 (0) 207 408 4090

**Canaccord Genuity (Co-Financial Adviser and Joint Broker)**

Adam James / Charlie Hammond

Tel: +44 (0) 207 523 8000

## **Important notices**

Shore Capital & Corporate Limited and Shore Capital Stockbrokers Limited (either individually or collectively "Shore Capital") which are authorised and regulated by the Financial Conduct Authority in the United Kingdom, are acting exclusively as lead financial adviser and joint corporate broker for Touchstone and for no-one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Touchstone for providing the protections afforded to clients of Shore Capital, or for providing advice in relation to the Acquisition or any other matter referred to herein. Neither Shore Capital & Corporate Limited nor Shore Capital Stockbrokers Limited, nor any of their subsidiaries or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Shore Capital in connection with this announcement, any statement contained herein or otherwise.

Canaccord Genuity Limited ("Canaccord Genuity"), which is authorised and regulated in the UK by the FCA, is acting as co-financial adviser and joint corporate broker to Touchstone and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than Touchstone for providing the protections afforded to clients of Canaccord Genuity or for providing advice in relation to contents of this announcement or any other matters referred to in this announcement. Neither Canaccord Genuity nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Canaccord Genuity in connection with this announcement, any statement contained herein or otherwise.

## **Further information**

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in relation to the Acquisition or the Scheme or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful.

This announcement has been prepared for the purpose of complying with the laws of England and Wales and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales.

Nothing in this announcement should be relied on for any other purpose.

Touchstone urges Trinity Shareholders to read the Touchstone Scheme Document because it contains important information relating to the Acquisition.

This announcement does not constitute a prospectus or prospectus exempted document.

## **Overseas Shareholders**

The availability of the Acquisition to Trinity Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Any person outside the United Kingdom or who are subject to the laws and/regulations of another jurisdiction should inform themselves of, and should observe, any applicable legal and/or regulatory requirements.

The release, publication or distribution of this announcement in or into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Touchstone or required by the Code and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) within any Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement, the Touchstone Scheme Document and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this document and all documents relating to the Acquisition (including custodians, nominees and trustees) must observe these restrictions and must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction. Doing so may render invalid any purported vote in respect of the Acquisition.

### **Publication on Website**

In accordance with Rule 26.1 of the Code a copy of this announcement will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on the investor relations section of Touchstone's website at <https://www.touchstoneexploration.com/trinity-acquisition/> by no later than 12.00 noon (London time) on the business day immediately following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.