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RECOMMENDED ALL SHARE OFFER

for

Trinity Exploration & Production Plc (“Trinity”)

by

Touchstone Exploration Inc. (“Touchstone”)

to be effected by means of a scheme of arrangement
under Part 26 of the Companies Act 2006

24 June 2024

Results of Court Meeting and General Meeting

On 1 May 2024, the boards of directors of Trinity and Touchstone announced that they had reached agreement on the terms of a recommended acquisition of the entire issued, and to be issued, share capital of Trinity by Touchstone (the “**Acquisition**”) to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”).

Trinity published a shareholder circular relating to the Scheme on 24 May 2024 (the “**Scheme Document**”). Capitalised terms used but not defined in the announcement have the meanings given to them in the Scheme Document, unless the context requires otherwise.

Trinity is pleased to announce that at the Court Meeting and General Meeting, each held earlier today in connection with the Acquisition:

- the requisite majorities of Scheme Shareholders voted in favour of the Scheme at the Court Meeting; and
- the requisite majority of Trinity Shareholders voted in favour of the Resolution at the General Meeting to give effect to the Scheme by, among other things, amending the articles of association of Trinity.

Full details of the resolutions passed at the Meetings are set out in the Notice of Court Meeting and Notice of General Meeting contained in Parts Ten and Eleven (respectively) of the Scheme Document, which is available on Trinity’s website at <https://trinityexploration.com/investors/touchstone-offer/>.

Voting results for the Court Meeting

The table below sets out the results of the poll vote taken at the Court Meeting. Each Scheme Shareholder present in person or by proxy was entitled to one vote per Scheme Share held at the Voting Record Time.

	Number of Scheme Shares voted	Percentage of Scheme Shares voted	Number of Scheme Shareholders who voted**	Percentage of Scheme Shareholders who voted**	Number of Scheme Shares voted as a percentage of issued ordinary share capital entitled to vote on the Scheme*
FOR	22,566,406	99.45%	42	99.45%	58.16%
AGAINST	125,877	0.55%	3	6.67%	0.32%
TOTAL	22,692,283	100%	42	106.12%	58.48%

* All percentages have been rounded to two decimal places.

** Where a Scheme Shareholder has cast some of their votes "FOR" and some of their votes "AGAINST" the resolution, such Scheme Shareholder has been counted as having voted both "FOR" and "AGAINST" the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column. There were three such Scheme Shareholders who gave instructions for votes to be cast "FOR" the resolution in respect of part of their holding of Scheme Shares and "AGAINST" the resolution in respect of another part of their holding of Scheme Shares, and as such, this has resulted in the percentages in the fifth column of the above table being, in total, over 100%.

Voting results for the General Meeting

The table below sets out the results of the poll vote taken at the General Meeting. Each Trinity Shareholder present in person or by proxy was entitled to one vote per Trinity Share held at the Voting Record Time.

	FOR		AGAINST		TOTAL	WITHHELD*
Resolution	Number of Trinity Shares voted	Percentage of Trinity Shares voted	Number of Trinity Shares voted	Percentage of Trinity Shares voted	Number of Trinity Shares voted	Number of Trinity Shares withheld
To give effect to the Scheme, as set out in the Notice of General Meeting of Trinity by,	22,663,351	99.46%	122,535	0.54%	22,785,886	8,359

among other things, amending the articles of association of Trinity						
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*A vote withheld is not a vote in law and, accordingly, is not counted in the calculation of the proportion of votes "FOR" nor "AGAINST" the Resolution.

**All percentages have been rounded to two decimal places.

The total number of Trinity Shares in issue at the Voting Record Time was 39,899,813. As at the Voting Record Time, Trinity held 1,096,819 Trinity Shares in treasury. Therefore, the total voting rights in Trinity as at the Voting Record Time were 38,802,994 votes.

Effective Date and Timetable

The outcomes of the Meetings means that Conditions 2.1 and 2.2 (as set out in Part A of Part Three of the Scheme Document) have been satisfied.

The Acquisition remains subject to the satisfaction or (if capable of waiver) waiver of the remaining Conditions set out in the Scheme Document, including the Court's sanction of the Scheme at the Court Hearing and the delivery of a copy of the Court Order to the Registrar of Companies.

The Court Hearing is currently scheduled for 31 July 2024, and Trinity will inform Shareholders of any changes to the date and time, by issuing an announcement through a Regulatory Information Service. The Scheme is expected to become Effective in August 2024.

The expected timetable of principal events for the implementation of the Scheme is set out below:

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Expected time/date ⁽¹⁾
Court Hearing	Currently scheduled for 31 July 2024 ("D")
Last day for dealings in, and for the registration of transfer of, and disablement in CREST of Trinity Shares	D
Scheme Record Time	6.00 p.m. on D
Suspension of dealings in Trinity Shares	by 7.30 a.m. on D+1 business days
Effective Date of the Scheme	D+1 business days ⁽²⁾
Cancellation of admission to trading of Trinity Shares on AIM	By no later than 8.00 a.m. on D+2 business days
Admission and commencement of dealings of the New Touchstone Shares on AIM and TSX	8.00 a.m. on D+2 business days

Settlement of the New Touchstone Shares due to Trinity Shareholders under the Scheme	At or soon after 8.00 a.m. on D+2 (but not later than 14 days after the Effective Date)
Settlement of the New Touchstone Shares due to Trinity Shareholders under the Scheme	At or soon after 8.00 a.m. on D+2 (but not later than 14 days after the Effective Date)
Despatch of share certificates for New Touchstone Shares	Within 14 days of the Effective Date
Latest date for despatch of share certificates for New Touchstone Shares	within 14 days of the Effective Date
Long Stop Date	31 January 2025 ⁽³⁾

Notes:

- (1) The dates and times given are indicative only and are based on current expectations and are subject to change. The actual dates and times will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. Trinity will give adequate notice of any changes to these dates and times, when known, by issuing an announcement through a Regulatory Information Service, with such announcement being made available on Trinity's website at <https://trinityexploration.com/investors/touchstone-offer/>.

References to times are to London, United Kingdom time unless otherwise stated.

- (2) Trinity expects that, subject to the satisfaction (or, where applicable, waiver) of the Conditions in Part Three of the Scheme Document, the Scheme will become Effective during the third quarter of 2024.
- (3) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as may be agreed by Trinity and Touchstone (with the Panel's consent and as the Court may approve (if such consent and/or approval is required)) or if the Panel requires an extension to the Long Stop Date pending final determination of an issue under section 3(g) of Appendix 7 to the Code.

Trinity

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Pinsent Masons LLP is acting as legal adviser to Trinity in connection with the Acquisition. Norton Rose Fulbright LLP is acting as legal adviser to Touchstone.

Important notices

*Houlihan Lokey UK Limited ("**Houlihan Lokey**")*, which is authorised and regulated in the UK by the FCA, is acting exclusively as financial adviser to Trinity and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than Trinity for providing the protections afforded to clients of Houlihan Lokey or for providing advice in relation to contents of this announcement or any other matters referred to in this announcement. Neither Houlihan Lokey 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 Houlihan Lokey in connection with this announcement, any statement contained herein or otherwise.

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*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.

The Acquisition will be made solely by the Scheme Document and the Forms of Proxy accompanying the Scheme Document, which together contain the full terms and conditions of the Acquisition, including details of how the Acquisition may be approved.

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.

Trinity and Touchstone urge Trinity Shareholders to read the 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 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.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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 Trinity's website at <https://trinityexploration.com/investors/touchstone-offer/> 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.

Information relating to Trinity Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Trinity Shareholders, persons with information rights, and other relevant persons for the receipt of communications from Trinity may be provided to Touchstone during the Offer Period as required under Section 4 of Appendix 4 of the Code in order to comply with Rule 2.11(c) of the Code.