

# Touchstone Exploration Inc. Final Results of Fundraise and of Wrap Retail Offer

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 WHICH FORMS PART OF THE LAWS OF ENGLAND AND WALES PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR"). UPON PUBLICATION OF THIS ANNOUNCEMENT THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE WITHIN THE PUBLIC DOMAIN.

CALGARY, June 8, 2026 - [Touchstone Exploration Inc.](#) ("Touchstone" or the "Company") (TSX:TXP)(LSE:TXP) announces the completion of its WRAP Retail Offer, which closed on June 5, 2026, together with the previously announced Subscription, Placing and LIFE Offering (collectively, the "Fundraise").

The Fundraise has raised aggregate gross proceeds of US\$10.9 million (approximately £8.1 million and C\$15.1 million) before expenses. The proceeds comprise approximately US\$1.9 million from the subscription by Purebond Limited ("Purebond"), approximately US\$8.4 million from the issuance of unsecured non-convertible Debt Securities pursuant to the Subscription Agreement with Purebond, and approximately US\$0.6 million in aggregate from investors participating in the Placing, LIFE Offering and WRAP Retail Offer.

In aggregate, 26,631,330 new Common Shares (the "New Common Shares") have been conditionally placed with, or subscribed for by, new and existing investors at the Issue Price of 7 pence and C\$0.13 per New Common Share. The New Common Shares represent approximately 8.2 percent of the issued share capital of the Company prior to the Fundraise.

Of the 26,631,330 New Common Shares, 20,235,000 Common Shares are being subscribed for by Purebond, raising gross proceeds of approximately US\$1.9 million (approximately £1.4 million and C\$2.6 million) (the "First Tranche Subscription Shares"). In addition, pursuant to the Subscription Agreement, the Company has issued unsecured non-convertible debt securities (the "Debt Securities") to Purebond for gross proceeds of approximately US\$8.4 million (approximately £6.3 million and C\$11.7 million). The Debt Securities were not issued at the Issue Price. Investors are referred to the Company's fundraise launch announcement dated June 4, 2026 (the "Fundraise Announcement") for further details of the Subscription Agreement.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Fundraise Announcement.

## Debt Securities Shareholder Approval

As disclosed in the Fundraise Announcement, subject to approval by independent shareholders at the Company's 2026 annual general and special meeting of shareholders, to be held on or about July 23, 2026 (the "General Meeting") and the receipt of all required regulatory approvals (including TSX approval), the Debt Securities are expected to be repaid in full and the repayment proceeds applied to subscribe for Common Shares. If the required approvals are not obtained, the Debt Securities will remain outstanding in

accordance with their terms.

#### Related Party Participation

Purebond entering into the Subscription Agreement with the Company is deemed to be a transaction with a related party pursuant to Rule 13 of the AIM Rules for Companies by virtue of Purebond being a substantial shareholder of the Company. A special committee of independent directors of the Company, which excluded Mr. Bhupendra Kansagra and Mr. Paul Baay (the "Special Committee"), was constituted to review and oversee the related party aspects of the Fundraise. Upon recommendation of the Special Committee, the Board of Directors of the Company (with Mr. Kansagra abstaining) consider, having consulted with the Company's nominated adviser, Canaccord Genuity Limited, that the terms of the Subscription Agreement are fair and reasonable insofar as the Company's shareholders are concerned.

Purebond entering into the Subscription Agreement and the related arrangements described in this announcement also constitute a "related party transaction" for the purposes of applicable Canadian securities laws, including Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In connection with the issuance of Common Shares to Purebond at First Admission (as defined below), the Company is relying on the exemption from the minority approval requirement in section 5.7(a) of MI 61-101 on the basis that the value of the Common Shares to be issued to Purebond at First Admission is not expected to exceed 25 percent of the Company's market capitalization.

In connection with the issuance of the Debt Securities to Purebond, the Company is relying on the exemption from the minority approval requirement in section 5.7(f) of MI 61-101 on the basis that the Debt Securities constitute non-convertible debt on reasonable commercial terms. The Company expects that any repayment of the Debt Securities and redirection of the repayment amount into a subscription for Common Shares pursuant to the repayment and subscription agreement will be subject to receipt of the required shareholder and regulatory approvals.

A material change report will be filed in connection with the related party transaction. The Company expects that such report will be filed less than 21 days prior to closing of the Fundraise due to the accelerated timetable required to complete the financing. The Company believes that this shorter period is reasonable and necessary under the circumstances.

Following First Admission, Purebond's interest in the Company's then total issued share capital is expected to be equal to approximately 19.99 percent. Subject to approval at the General Meeting, redirection of the Debt Securities into a subscription for Common Shares is expected to increase Purebond's interest in the Company's then total enlarged issued share capital to approximately 36.3 percent.

#### Admission and Total Voting Rights

Application has been made for the 26,631,330 New Common Shares to be admitted to trading on AIM ("First Admission"). Application has also been made to list the New Common Shares on the TSX. Subject to the receipt of required regulatory approvals, First Admission is expected to take place at or around 8:00 a.m. (BST) on June 10, 2026, and listing of the New Common Shares on the TSX is expected to take place at the market open on June 10, 2026.

The new Common Shares to be issued pursuant to the WRAP Retail Offer will be issued free of all liens, charges and encumbrances and will, on First Admission, rank pari passu in all respects with the existing Common Shares and the new Common Shares to be issued pursuant to the Subscription, the Placing, and the LIFE Offering.

Immediately following First Admission, the Company's issued share capital will consist of 351,364,939 Common Shares. The Company does not hold any Common Shares in treasury. Shareholders may use this figure to determine if they are required to notify their interest in, or a change to their interest in, the Company.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Company's Fundraise Announcement.

## Touchstone Exploration Inc.

Touchstone Exploration Inc. is a Calgary, Alberta based company engaged in the business of acquiring interests in petroleum and natural gas rights and the exploration, development, production and sale of petroleum and natural gas. Touchstone is currently active in onshore properties located in the Republic of Trinidad and Tobago. The Company's common shares are traded on the Toronto Stock Exchange and the AIM market of the London Stock Exchange under the symbol "TXP". For further information about Touchstone, please visit our website at [www.touchstoneexploration.com](http://www.touchstoneexploration.com) or contact:

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## Advisories

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

## Exchange Rates

For reference purposes in this announcement, one British pound has been converted into United States dollars at a rate of 1.00 to US\$1.3372 and Canadian dollars at a rate of 1.00 to C\$1.8619.

## Forward-looking Statements

The information provided in this announcement contains certain forward-looking statements and information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Such forward-looking statements include, without limitation, forecasts, estimates, expectations, and objectives for future operations that are subject to assumptions, risks, and uncertainties, many of which are beyond the control of the Company. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expect", "believe", "estimate", "potential", "anticipate", "forecast", "pursue", "aim", "intends" and similar expressions, or are events or conditions that "will", "would", "may", "could" or "should" occur or be achieved. The forward-looking statements contained in this announcement speak only as of the date hereof and are expressly qualified by this cautionary statement.

Specifically, this announcement includes, but is not limited to, forward-looking statements relating to: the UK Placing, the WRAP Offer, the Canadian LIFE Offering and the Subscription, including the size, pricing and timing thereof, the type of securities being offered thereunder (including any Debt Securities), the investors

participating therein, the intended use of proceeds therefrom (including with respect to future exploration, development and production activities and the locations thereof), the conditions and approvals required and applications being filed in connection therewith; the Company's business plans, strategies, priorities and development plans; and Touchstone's current and future financial position, including the Company's liquidity and the sufficiency of resources to fund current obligations and future capital expenditures. The Company's actual decisions, activities, results, performance, or achievement could differ materially from those expressed in, or implied by, such forward-looking statements and accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur or, if any of them do, what benefits that Touchstone will derive from them.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Certain of these risks are set out in more detail in the Company's 2025 Annual Information Form dated March 30, 2026 which is available on the Company's profile on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and website ([www.touchstoneexploration.com](http://www.touchstoneexploration.com)). The forward-looking statements contained in this announcement are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation or intent to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.

#### Important Notices

The content of this announcement has been prepared by and is the sole responsibility of the Company.

The release, publication or distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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WRAP is a proprietary technology platform owned and operated by Marex Financial ("MF"). MF is incorporated under the laws of England and Wales (company no. 5613061, LEI no. 5493003EETVWYSIJ5A20 and VAT registration no. GB 872 8106 13) and is authorised and regulated by the Financial Conduct Authority (FCA registration number 442767). MF's registered address is at 155 Bishopsgate, London, EC2M 3TQ. MF is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the WRAP Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the WRAP Retail Offer, First Admission and the other arrangements referred to in this announcement.

The value of Common Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future

results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement may constitute forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and MF expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the FCA, the London Stock Exchange, the Toronto Stock Exchange or applicable law.

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Any indication in this announcement of the price at which the Common Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The Common Shares to be issued or sold pursuant to the WRAP Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange and/or the Toronto Stock Exchange.

Canaccord Genuity Limited ("Canaccord") which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as Nominated Adviser and Lead Bookrunner 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 Canaccord, or for providing advice in relation to any matter referred to herein.

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SOURCE: Touchstone Exploration, Inc.

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