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22 May 2025

**Ascent Resources plc**

**("Ascent" or the "Company")**

**Conditional Acquisition of new interests in Colorado & Utah Upstream Portfolios,  
New Fundraising, Debt Reprofiting, Board Changes and Cost Savings**

Ascent Resources Plc (LON: AST) is pleased to announce it has signed agreements to acquire, subject to shareholder approval to issue new shares; i) a 49% direct non-operated interest in producing and prospective oil and gas leases in Colorado, owned and operated by Locin Oil Corporation ("Locin"); and ii) an initial 10% direct non-operated interest in producing and prospective oil and gas leases in Utah, owned and operated by ARB Energy LLC, ("ARB Energy"). The Company is also pleased to announce it intends to appoint experienced US based geologist David Patterson as CEO following the next AGM subject to completion of customary director on-boarding checks, implementation of cost savings regime, partial redemption and full re-profiling of its senior secured debt and a new fundraising raising gross proceeds of £1.35 million (US 1.8 million).

**Highlights;**

- Conditional acquisition, subject to shareholder approval to issue new shares, of a 49% direct non-operated interest in a portfolio of producing oil and gas leases, with substantial prospective resources, in west Colorado for total consideration of 2.5 million, which is satisfied via the issuance of 600,000 worth of shares at a price of 0.5p per share (subject to shareholder approval) and a 1.9 million 3 year term convertible loan note issued to vendor;
- Conditional acquisition, subject to shareholder approval to issue new shares, of an initial 10% direct non-operated interest in portfolio of producing oil and gas leases in northern Utah for total consideration of 750,000 which is satisfied by the issue of new shares (subject to shareholder approval) at the Placing Price;
  - Rights to earn a 50% economic interest in incremental production generated from existing well bores by investing in well work programs to install artificial lift technologies and rights to receive a 50% interest in any 640-acre section subject to the drilling of a new well on the leases;
  - Option to acquire a further 23% direct non-operated interest in the leases, on or before 15 October 2025, by paying cash consideration of 1.5million;
- Proposed appointment of David Patterson, a US based geologist and experienced oil and gas explorationist, as Chief Executive Officer of the Company;
- Implementation of cost saving initiatives, notably with Directors and C-suite electing to reduce cash component of their salaries by 30% over the next six months;
- New funding raising gross proceeds of £1.35 million ( 1.8 million) at 0.5 pence per new share representing a discount of 41% to yesterday's closing price of 0.85 pence per share;
- Appointment of Shard Capital and Fortified Securities as joint brokers to the Company; and
- Partial redemption of senior lender and re-profiling of outstanding balance including extension of maturity by two years and fixed conversion price at 1 pence (representing a 100% premium to the new equity price).

**Conditional acquisition of 49% direct interest in oil and gas leases in Colorado**

Today the Company has entered into an agreement and joint operating agreement ("JOA") to conditionally acquire,

subject to shareholder approval to issue new shares, a direct non-operated interest in 49% of the oil and gas leases owned and operated by Locin Oil Corporation ("Locin") which includes a portfolio spanning more than 100,000 acres of oil and gas and helium rich leases in west Colorado. Ascent has agreed to acquire this interest for a total consideration of 2.5 million which is being satisfied with the issue of 600,000 in new shares, which will be issued subject to shareholder approval, at the Placing Price (as set out further below) such that Locin will receive 89,552,239 new shares in the Company ("Locin Oil Shares") and the issuance by Ascent to Locin of a 1.9 million vendor note which is a 3 year convertible loan note with a conversion price of 1.0 pence per new conversion share (being a 100% premium to the Placing Price) and which will accrue interest at a rate of 6.5% per annum which will be payable quarterly in arrears after the one year anniversary of issue ("Locin Vendor Note"). The Issue of the Vendor Note is to facilitate the Company's full acquisition of 49% interests from the outset whilst avoiding Locin Oil Corporation and its affiliates holding more than 29.9% of the Company's enlarged share capital at any time, accordingly the conversion rights under the note can only be exercised in the event they do not cause Locin and/or its concert party to hold more than 29.9% of the enlarged share capital.

The Locin Oil Corporation's position in Colorado is a portfolio of oil and gas leases which have Proved Reserves (PDP plus PDNP), net to Locin and Ascent JOA partners, of 8.06 Bcf of natural gas (APN Energy Consultants LLC Appraisal of Reserves and Revenues report dated 1 June 2024 prepared using the standard petroleum engineering practices in conformity with the SPE Petroleum resources Management System guidelines). The leases have 333 well bores, of which approximately 115 wells are currently producing, having averaged daily production rates of circa 2mmscfd throughout 2024 which generated net income of 266,850 when Henry Hub averaged 2.2/mcf over the period. Additionally, there is a further ~3mmscfd of currently shut in production pending the relocation of a third party's gas processing plant. The Company and Locin believe that gas assets which have proved production, are adjacent to existing digital infrastructure and located in cool environments are well suited for development of well head AI data centres and intend to evaluate partnerships to commercialise gas via collaboration and strategic alignment with data centre developers.

Locin has tested the gas composition of several of the existing wells and has identified up-to 1.2% helium in the producing gas streams. Locin has also identified a number of material prospects into target structures which have previously tested or produced gas in the 1960's and 70's as well as on-trend step-out prospects estimated to have gross Prospective Resources of an additional 663 Bcf of natural gas with potentially up to 5.3 Bcf of Helium included as well. Ascent and Locin have also agreed to jointly evaluate the prospect inventory with a view to high grading the opportunity set over the coming months. In these evaluations the partners also expect to target the Entrada production formation which has a high helium content association contained within the produceable natural gas and condensate volumes.

#### **Conditional acquisition of interest in Utah oil and gas leases**

Today the Company has entered into agreements to conditionally acquire, subject to shareholder approval to issue new shares, a 10% direct non-operated interest in oil and gas leases owned and operated by ARB Energy which includes a portfolio of approximately 80,000 acres of leases of oil and gas and helium rich leases in north Utah. Ascent has agreed to acquire this interest for a total consideration of 750,000 which is being satisfied, subject to shareholder approval, with the issue of 111,940,299 new shares ("ARB Energy Shares") at the Placing Price (as set out further below) such that ARB Energy will receive 111,940,299 new shares in the Company. Additionally, Ascent shall have a 50% economic interest in the incremental production generated from existing well bores where Ascent invests in work programs to install artificial lift technologies. Ascent also has the option to acquire a further 23% direct interest in the leases by paying a cash consideration of 1.5 million on or before 15 October 2025 and Ascent also has the right to have a 50% direct interest in leases where the JOA partners drill a new well in future. The Company has also agreed to issue Mr Humberto Sirvent, CEO of ARB Energy with 18,656,000 warrants in Ascent exercisable at 1p pence per share over 3 years, which will be granted subject to receipt of shareholder approval.

The ARB Energy Utah, LLC portfolio has Proved Developed and Producing (PDP) Reserves, net to the JOA partners, of 8.7 Bcf of natural gas (APN Energy Consultants LLC reserves and revenues report dated 1 June 2024 prepared using the standard petroleum engineering practices in conformity with the SPE Petroleum resources Management System guidelines). The leases have 147 well bores, of which 110 are currently producing, having averaged daily production rates of circa 2.3mmscfd throughout 2024 which generated net earnings of 496,134.

ARB Energy has tested the gas composition of many of the existing wells and has identified up-to 0.54% helium in the producing gas streams. The leases have multiple potential upsides in up-dip and on-trend step out prospects which ARB Energy has estimated to have Proved Undeveloped Reserves of 44 Bcf, Probable Reserves of a further 23 Bcf and Prospective Resources of an additional 109 Bcf of natural gas with potentially 1.3 Bcf of Helium included as well. The JOA partners have also agreed to jointly evaluate the prospect inventory with a view to high grading the opportunity set over the coming months. In these evaluations the partners expect to target the Entrada producing formation which has a high helium content association of up-to 1% contained within the produceable natural gas and condensate volumes. Ahead of then Ascent and ARB Energy expect to initiate a number of work operations on existing well bores to install artificial lift technologies designed to be low cost and low risk operations which can meaningfully enhance existing production.

#### **New Funding, Issue of Shares & Partial Redemption and full reprofiling of Senior Lender**

In support of the Company's strategy to expand its footprint in US onshore producing gas portfolios with proved reserves and significant up-dip and step-out prospective resources, the Company is pleased to announce that it has raised gross proceeds of £1.35 million ( 1.8 million) from a combination of direct company subscriptions from subscribers and placing of new equity with new institutional and strategic investor placees. The Company will issue 270,000,000 shares at a price of 0.5 pence per share to ("Placing Price") to raise unconditional proceeds of £1.35 million ( 1.8 million) from subscribers and placees out of the Company's existing share authority to issue new shares for cash ("New Funding Shares") on a non-pre-emptive basis. Additionally, the New Funding Shares shall have one warrant attached to every two shares which is exercisable in cash at 1p per new warrant share at any time in the next two years, these warrants will be granted subject to shareholder approval.

The Company will use £224,000 ( 0.3 million) to partially redeem in cash some of the RiverFort senior secured loan (as announced on 22 April 2024) and RiverFort have agreed to convert 100,000 of loan principal into equity at a price

of 0.7245 pence per share (representing a 44% premium to the new fundraising equity issuance price). Accordingly, 10,300,465 new shares will be issued to RiverFort ("RiverFort Conversion Shares"). The Company has further agreed with RiverFort to extend the remaining balance of the senior secured loan, being 1.05 million (inclusive of remaining principal and outstanding coupon) on the same terms as announced 22 April 2024, save that the balance outstanding will accrue a 10% extension fee which will be added on to the outstanding balance and the loan notes will be amended with an extension of the maturity date to 22 April 2027. The loan notes will retain a fixed conversion price of 1p per conversion share throughout the term of the loan note through to the extended maturity date, save as if the Company issues new equity securities at a price below 0.71 pence per new share during the term of the loan then the conversion price will automatically reset to a 40% premium to such future placing price in the event it is less than 0.71 pence per new share. Furthermore, Ascent expects to redeem 250,000 of principle on the 22 April 2026 and to amend the warrant deeds relating to 18,439,431 existing warrants such that they are exercisable at 1p per warrant share at any time over the next four years and the Company has agreed to issue RiverFort with warrants equal to 35% of the reprofiled debt amount exercisable at 1p per warrant share. For the avoidance of doubt this re-profiling of senior secured debt is at a fixed conversion price and the lender will not have any rights to convert into new equity of Ascent at a price below this level during the term of the loan notes. The balance of new fundraising proceeds raised will be used to fund Ascent corporate costs and investment in an initial campaign to install artificial lift technologies on at least six existing wells included in the newly acquired ARB Energy acreage.

Furthermore, the Company also confirms it has issued 2,500,000 shares as part of the final termination payment of a former director at the Placing Price ("Termination Shares") and has also agreed to issue 4,160,000 shares at the Placing Price valued at £20,800 in relation to settling a number of supplier's invoices which total to such notional amount ("Supplier Shares").

### **Board Changes and Cost Savings Initiative**

Further to the Company's transformation over the last twelve months, which include significant advancement of its Slovenian legacy claims and a successful repurposing of the Company to focus itself on growing onshore US oil and gas with helium assets, the Company proposes to appoint Mr David Patterson as Chief Executive Officer and Director of the Company. David is an experienced oil and gas explorer and geologist who has over 43 years oil and gas experience onshore US which includes a number of years of work in Utah and Colorado where most notably David was VP Geology for Rose Petroleum Plc (now called Zephyr Energy Plc) where he led the evaluation of over 250,000 acres of leases in Utah. David has held previous roles which include VP and manager of Exploration, VP of Geology, Supervisor of Reserves and Senior Geological Engineer in prior roles through his career. David is currently a Principal Partner and Technical Manager for Navarro Energy (where he will also continue his role) and will be retained by the Company for his services to Ascent with an annual salary of US 120,000 per annum, relating to which the Company has agreed with American Helium, Locin Oil and ARB Energy that Ascent can recharge the respective joint operations the full annual salary such that Ascent expects to pay 43,200 of this amount per annum, along with grant David an options package in the Company exercisable at a price of 1p per Option, which shall vest over 3 years and be exercisable over the following 2 years thereafter. David will be appointed to the Board and position of CEO following the Company's next annual general meeting, subject to completion of customary director on-boarding checks.

The Company announces that Mr Andrew Dennen has elected not to stand for re-election at the Company's upcoming AGM and will retire as Director and Chief Executive Officer of the Company upon the convening of the AGM. Andrew has led Ascent for five years and feels this transformative moment is the right time to step aside as the business enters a new phase with a particular focus on the US. He will continue to support the Company during an extended handover period to the proposed new CEO and will in addition continue to support the Company in its pursuit of the Company's highly valuable claims against the Republic of Slovenia under the Energy Charter Treaty, as well as in insolvency and associated proceedings against its Slovenian former JV partner and service provider. His detailed knowledge of these ongoing processes remains invaluable to Ascent.

The Board are very thankful for the leadership and strategic input from Andrew over the last five years, where he has been instrumental in defending the Company's interests in Slovenia and re-purposing the Company to execute its new US onshore growth strategy and wish him success in future pursuits. The Company also announces that it no longer intends to appoint a Chairman to the Board as previously announced on 9 December 2024. The Company is reviewing its current board composition with a view to appointing a Chairman in the short term, in the meantime the Company is pleased to announce that senior independent non-executive director Jean-Michel Doublet will take the position of Interim-Chairman with immediate effect.

Additionally, as part of positioning the Company to grow via a production lead strategy onshore US, the Company is implementing certain cash preservation measures which include current C-suite and Board of Directors of the Company agreeing to reduce the cash component of their employment and/or service contracts by 30% over the next six months and their corresponding intention to settle these owed amounts, by subscribing for equity on the same terms as the placing (above), as soon as they are either out of a closed period or otherwise not in receipt of insider information and can cause a PMDR dealing. Furthermore, the Company also expects to implement further cost saving measures, which in aggregate with the above changes are expected to reduce the general and administrative cash costs of the business by approximately 20% per annum, with such savings expected to be realised through 2H 2025 and beyond.

### **Appointment of Joint Brokers**

The Company announces that it has appointed Shard Capital Limited and Fortified Securities Limited to act as joint brokers to the Company.

### **Admission & Total Voting Rights**

Application has been made to the London Stock Exchange for the New Funding Shares, RiverFort Conversion Shares, Termination Shares and Supplier Shares to be admitted to trading on AIM ("Admission") and it is expected that such Admission shall take place on or around 8.00 a.m. on 5 June 2025. The Company will put forward resolutions to the Company's shareholders in due course to increase its authority to allot new shares for the issuance of the ARB Energy Shares, Locin Oil Shares and other shares needed to create the Locin Vendor Note, re-profiled RiverFort loan note and increased permissions necessary to issue all Warrants relating to the aforementioned transactions.

In accordance with the provision of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority, the Company confirms that, following Admission of the new unconditional shares the Company will have 595,612,788 Ordinary Shares in issue, none of which will be held in treasury. Accordingly, the total number of voting rights in the Company will be 595,612,788 and shareholders may use this figure as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

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#### Qualified Persons Statement

Leonardo Salvadori, a qualified Geologist with over 35 years of relevant experience in the oil and gas industry and a member of SPE (Society of Petroleum Engineers) has reviewed this announcement for the purposes of the current Guidance Note for Mining, Oil and Gas Companies issued by the London Stock Exchange in June 2009 and in accordance with the Petroleum Resources Management System (PRMS) issued in June 2018 by the Society of Petroleum Engineers, the World Petroleum Council, the American Association of Petroleum Geologists, the Society of Petroleum Evaluation Engineers, the Society of Exploration Geophysicists (SEG), the Society of Petrophysicists and Well Log Analysts (SPWLA) and the European Association of Geoscientists & Engineers (EAGE).

#### Table of Reserves and Resources

Reserves	Gross Reserves		Net Reserves Attributable to Ascent		Operator	Ascent's Interest
	PDP	PDNP	PDP	PDNP		
Oil and NGLs (Mbbbl)						
ARB Energy Utah, LLC	6.70	-	0.42	-	ARB Energy Utah, LLC	10%
Locin Oil Corporation	45.28	4.41	17.65	1.80	Locin Oil Corporation	49%
Gas (MMcf)						
ARB Energy Utah, LLC	17,673.63	-	867.49	-	ARB Energy Utah, LLC	10%
Locin Oil Corporation	12,472.05	4,327.83	2,968.98	982.63	Locin Oil Corporation	49%

<u>Prospective Resources</u>	Gross Prospective Resources	Net Prospective Resources Attributable to Ascent	Operator	Ascent's Interest
<b>Oil and NGLs (Mbbbl)</b>				
ARB Energy Utah, LLC	-	-	ARB Energy Utah, LLC	10%
Locin Oil Corporation	-	-	Locin Oil Corporation	49%
<b>Gas (MMcf)</b>				
ARB Energy Utah, LLC	239,935.50	11,776.92	ARB Energy Utah, LLC	10%
Locin Oil Corporation	711,548.50	169,384.55	Locin Oil Corporation	49%

#### Glossary of terms

"Bcf"	Billion standard cubic feet
"Mcf"	Thousand standard cubic feet
"mbbl"	Thousand barrels

"mmbbl"	Million barrels
"mmscfd"	Million standard cubic feet per day
"Probable Resources"	Potentially recoverable resources from discovered accumulations by application of future development projects.
"Proved, Developed and Producing Reserves" or "PDP"	Proved reserves to be recovered through existing producing wells and existing facilities
"Proved Undeveloped Reserves" or "PUD"	Proved reserves to be recovered subject to investment in future development of new wells and/or facilities, but are not currently being produced
"Prospective Resources"	Potentially recoverable resources from undiscovered accumulations by application of future development projects.
"step out"	The development of an additional potential beyond the established boundaries of a known oil or gas field to extend the proven limits of the field.
"Up dip"	The development of an additional potential on a structurally higher side of an identified reservoir with potentially higher fluid saturation.

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