



2nd September 2016

TomCo Energy plc (AIM: TOM)

(“TomCo” or the “Company”)

**EQUITY PLACING & NOTIFICATION AND PUBLIC DISCLOSURE OF
TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL
RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM**

TomCo is pleased announce that it has raised £400,000 before expenses (£371,000 net of commissions payable by the Company), by way of a placing ("Placing") of 571,428,571 new Ordinary Shares of no par value in the Company ("Placing Shares") at a placing price of 0.07 pence per share ("Placing Price").

The Placing is conditional only upon admission of the Placing Shares to trading on AIM.

The Company intends to use the proceeds of the Placing to advance its Palm Oil business and for working capital purposes.

In addition, and further to the Company's announcement of 20th May 2016, the Convertible Loan of £150,000 provided to the Company by Christopher Brown, TomCo's Chief Executive, will be converted into 214,285,714 Ordinary Shares at the Placing Price ("Conversion Shares") in accordance with the previously announced terms. Also in accordance with the terms of the Convertible Loan, Mr. Brown has been issued 107,142,857 warrants giving the right to acquire new shares at a price of 0.17p for a period of two years.

The Placing Shares and the Conversion Shares will rank pari passu with the existing Ordinary Shares and application will be made for the Placing Shares and Conversion Shares to be admitted to trading on AIM ("Admission"). It is expected that Admission

will become effective and dealings in the Placing Shares will commence at 8.00 a.m. on 8th September 2016.

Following Admission Mr. Brown will hold an interest in an aggregate in 214,285,714 Ordinary Shares (representing approximately 7.5% of the Company's enlarged share capital), Mr. Brown is also the life tenant and settlor of the BBCK Family Trust in Jersey, and therefore an indirect beneficiary of Kenglo One Ltd, a Jersey-based company that is the largest shareholder of TomCo with an interest in 492,920,548 Ordinary Shares (representing approximately 17.3% of the Company's enlarged share capital).

Following Admission of the Placing Shares and the Conversion Shares, the Company's issued share capital will consist of 2,847,189,198 Ordinary Shares with voting rights. There are no Ordinary Shares held in treasury. This number 2,847,189,198 may be used by shareholders, following Admission, 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 share capital of the Company under the Financial Conduct Authority's Disclosure and Transparency Rules.

Special note concerning the Market Abuse Regulation

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No 596/2014 ("MAR"). Market soundings, as defined in MAR, were taken in respect of the Placing, with the result that certain persons became aware of inside information, as permitted by MAR. That inside information is set out in this announcement. Therefore, those persons that received inside information in a market sounding are no longer in possession of inside information relating to the Company and its securities.

**NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS
DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY
ASSOCIATED WITH THEM**

1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Christopher Brown				
2.	Reason for the notification					
a)	Position/status:	Chief Executive Officer				
b)	Initial notification/amendment:	Initial notification				
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
a)	Name:	TomCo Energy plc				
b)	LEI:					
4. i)	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted					
a)	Description of the financial instrument, type of instrument:	Ordinary shares of no par value				
	Identification code:	GB0031782278				
b)	Nature of the transaction:	Conversion of loan				
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Prices(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>0.07 pence</td> <td>214,285,714</td> </tr> </tbody> </table>	Prices(s)	Volume(s)	0.07 pence	214,285,714
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d)	Aggregated information:	Single transaction as in 4 i) c) above				
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	Price:					
e)	Date of transaction:	2 September 2016				
f)	Place of transaction	Outside a trading venue				
4. ii)	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted					
a)	Description of the financial instrument, type of instrument:	Warrants over ordinary shares of no par value				
	Identification code:	GB0031782278				

b)	Nature of the transaction:	Grant of warrants over ordinary shares				
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Prices(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>0.17 pence</td> <td>107,142,857</td> </tr> </tbody> </table>	Prices(s)	Volume(s)	0.17 pence	107,142,857
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Enquiries:

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