

## **TWOCO PETROLEUMS LTD. ANNOUNCES PRIVATE PLACEMENT OF UP TO \$8 MILLION OF CONVERTIBLE DEBENTURES**

February 13, 2009

**Calgary, Alberta** – Twoco Petroleum Ltd. (“Twoco” or the “Corporation”) (TSX Venture – TWO) is pleased to announce that it intends to complete a private placement financing through the issuance of up to \$8 million in the aggregate principal amount of redeemable, convertible, unsecured debentures (“Convertible Debentures”) of Twoco which financing is anticipated to close on March 31, 2009. The Convertible Debentures shall bear interest at the rate of 12% per annum, payable commencing June 30, 2009 and quarterly thereafter and will mature March 31, 2011 (the “Maturity Date”). The Convertible Debentures will be convertible into common shares of the Corporation at the holder’s option at any time prior to the Maturity Date at a conversion price equal to \$2.50 per share. The Corporation will have the ability to redeem the Convertible Debentures if the closing price of its common shares on the TSX Venture Exchange (or such other exchange on which the common shares trade) exceeds \$2.75 for 21 consecutive trading days or in certain circumstances where an offer is made to acquire common shares of the Corporation. The Corporation may retain agents in connection with the sale of Convertible Debentures and such agents may receive from the Corporation a cash fee in respect of the gross proceeds received by the Corporation from the sale of Convertible Debentures sold by such agents. The proceeds of the offering will be used, in part, to repay the 7.5% redeemable, convertible unsecured debentures of the Twoco which mature March 31, 2009 and for general corporate purposes.

This offering of Convertible Debentures is subject to the approval of the TSX Venture Exchange.

Twoco is an oil and gas company engaged in the exploration for, and the acquisition, development and production of, oil and natural gas reserves primarily in the Province of Alberta. Twoco has 14,947,006 common shares issued and outstanding as at today’s date.

### **Forward Looking Statements:**

Certain information set forth in this news release contains forward-looking statements, including the the raising of funds pursuant to the private placement financing and the timing of the closing of such financing. The forward-looking statements are based on certain expectations and assumptions, including the receipt of all necessary regulatory approvals and subscriptions for the Convertible Debentures. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond Twoco’s control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Although Twoco believes that the expectations reflected in our forward-looking statements are reasonable, our forward-looking statements have been based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward looking information. As such, readers are cautioned not to place undue reliance on the forward looking information, as no assurance can be provided as to future results, levels of activity or achievements. The risks, uncertainties, material assumptions and other factors that could affect actual results are discussed in our Annual Information Form and other documents available at [www.sedar.com](http://www.sedar.com). Furthermore, the forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, Twoco does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of Twoco in the United States. The securities of the Corporation will not be and have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws. Accordingly, the Convertible Debentures may not be offered or sold in the United States or to U.S. persons (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is available.

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***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***