

For immediate release  
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## **PetroWorth Closes Tranche 2 of Private Placement Financing**

Calgary, Alberta – PetroWorth Resources Inc. (CNSX:PTW) (Frankfurt:T3F) announced today that it has closed the second tranche of a non-brokered private placement financing.

Under the second tranche, PetroWorth has issued units consisting of 11,764,714 “flow-through” common shares (“FT Shares”) at a price of \$0.20 per FT Share and 1,195,000 common shares at a price of \$0.18 per share for gross proceeds of \$2,568,042. Each unit also consists of one warrant, which can be exercised to acquire one common share at \$0.30 per share for a period expiring June 30, 2012.

PetroWorth has raised a total of \$3,780,442 in this private placement to date. All securities issued under the financing are subject to a four-month hold period under applicable securities laws. PetroWorth will use the proceeds from this financing to further its exploration activities in the Maritimes in 2010.

PetroWorth also announced today that it has agreed to enter into two consulting agreements, one with Sigorex Management GmbH (“Sigorex”) to provide consulting and financial advisory services in Europe, and one with Coastal Group Projects Corp. (“Coastal”) to provide consulting and financial advisory services in Canada. In lieu of cash payment of \$15,000, Sigorex will receive warrants to purchase 200,000 shares of PetroWorth at \$0.20 per share and warrants to purchase 100,000 shares of PetroWorth at \$0.50 per share, for a period of two years, and in lieu of cash payment of \$17,500, Coastal will receive warrants to purchase 250,000 shares of PetroWorth at \$0.20 per share and warrants to purchase 100,000 shares of PetroWorth at \$0.50 per share, for a period of two years.

PetroWorth Resources Inc. is a junior oil and gas exploration company with extensive onshore properties in Eastern Canada. The Company has acquired 100% working interests in almost one million acres in nine separate exploration permits on Prince Edward Island, Nova Scotia and New Brunswick. The strategy of the company is to conduct aggressive exploration programs on these permits, both internally generated and through advantageous farm-in arrangements.

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CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this report should not be unduly relied upon. The Corporation does not undertake any obligation to publicly update or revise any forward-looking statements. The Corporation has adopted the standard of 6 Mcf:1 BOE when converting natural gas to BOE. BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf:1 BOE is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.