



FOR IMMEDIATE RELEASE

**Innicor Subsurface Technologies Inc. Announces Entering into a
Pre-Acquisition Agreement with Sondex plc**

CALGARY, ALBERTA, (September 21, 2006) – Innicor Subsurface Technologies Inc. (TSX: IST) is pleased to announce that Innicor and Sondex plc have entered into a pre-acquisition agreement pursuant to which Sondex has agreed to acquire all of the issued and outstanding common shares of Innicor for a cash consideration of \$3.75 per share by way of a take-over bid. Innicor has approximately 19.4 million common shares outstanding (on a fully diluted basis) representing a transaction value of approximately \$72.8 million.

The offer represents a 59.6% premium over the closing price of Innicor's common shares on the Toronto Stock Exchange on September 20, 2006 and a 37% premium to the volume weighted average trading price of Innicor's common shares on the Toronto Stock Exchange for the 20 previous trading days ending September 20, 2006.

Mr. Delton Campbell, President and Chief Executive Officer of Innicor, said, "Innicor's Board of Directors has determined that the offer of \$3.75 cash per share represents strong and fair value for the company's shareholders. The offer represents a significant premium to recent trading values of Innicor stock."

Campbell also noted "In addition, I believe the transaction also provides a solid opportunity for Innicor's employees to participate in future growth in Canadian and international markets with expanded resources including a wider product line and increased market presence as part of a larger entity."

Major Terms and Conditions

Under the terms of the agreement, Sondex will offer to purchase all the issued and outstanding common shares of Innicor for \$3.75 per share in cash pursuant to a take-over bid. The offer is conditional upon Sondex acquiring at least 90% of Innicor's outstanding common shares calculated on a fully diluted basis and is subject to other customary conditions.

The pre-acquisition agreement provides that Innicor will pay Sondex a non-completion fee of \$3 million in certain circumstances. Innicor has agreed not to solicit further offers or initiate discussions or negotiations with any third party concerning the sale of Innicor, subject to fiduciary obligations.

In connection with Sondex's offer, certain major shareholders and all of the directors and officers of Innicor have entered into lock-up agreements with Sondex pursuant to which they have agreed to tender all of their common shares to the offer, subject to certain exceptions, representing in the aggregate approximately 9.3 million common shares and approximately 0.7 million common

shares issuable on the exercise of options, or approximately 51% of the issued and outstanding common shares of Innicor calculated on a fully diluted basis.

Other Terms and Conditions

The transaction is subject to Canadian regulatory approvals and other customary closing conditions. As required by the Listing Rules of the United Kingdom Listing Authority, the offer is also conditional on the approval of the transaction by shareholders holding a majority of Sondex shares represented at a meeting of Sondex shareholders to be held on or before the expiry date of the offer. Full details of the offer will be included in a formal take-over bid circular and related documents, which are expected to be mailed to Innicor's shareholders not later than October 31, 2006. The offer, unless extended, will expire 35 days from commencement of the offer. Completion of the transaction is expected to occur in November, 2006.

Fairness Opinion

Peters & Co. Limited is acting as financial advisor to Innicor with respect to the transaction and has advised the Board of Directors of Innicor that the consideration to be received under the pre-acquisition agreement is fair, from a financial point of view, to Innicor shareholders.

Innicor Board Recommendation

The Board of Directors of Innicor has approved the transaction and concluded that the transaction is in the best interests of Innicor and the Innicor shareholders. In addition, the Board of Directors has unanimously resolved to recommend that all Innicor shareholders tender their common shares to Sondex's offer.

Innicor

Innicor designs and manufactures a range of downhole tools and equipment used primarily in completions operations of the upstream oil and gas sector. Innicor's product line includes "Completion Tools" such as packers and other zonal isolation devices, liner hangers, explosive shaped charges, perforating equipment including carriers and tubing conveyed perforating devices, and other related wireline equipment. In addition to product sales of its equipment, Innicor provides a wide range of services to exploration and production companies, primarily in conjunction with the Completion Tools and Liner Hanger product lines.

Innicor currently operates two manufacturing facilities in the Calgary, Alberta region and manufactures the vast majority of its products in house. One of those facilities, the shaped charge plant at Standard, Alberta near Calgary, is the only facility of its kind in Canada.

Innicor's products and services are sold both in Canada and internationally.

Forward-Looking Statements

Certain information contained herein constitutes forward-looking information under applicable securities laws. All statements, other than statements of historical fact, which address activities, events or developments that we expect or anticipate may or will occur in the future, are forward-looking information. Forward-looking information typically contains statements with words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project",

"potential", "targeting", "intend", "could", "might", "should", "believe" or similar words suggesting future outcomes or outlook. The following discussion is intended to identify certain factors, although not necessarily all factors, which could cause future outcomes to differ materially from those set forth in the forward-looking information. The risks and uncertainties that may affect the operations, performance, development and results of Innicor's businesses include, but are not limited to, the following factors: the availability of capital, supplies and costs of materials, the demand for Innicor's products, the level of exploration and development activity in the petroleum industry and changing market conditions. The reader is cautioned that these factors and risks are difficult to predict and that the assumptions used in the preparation of such information, although considered reasonably accurate by Innicor at the time of preparation, may prove to be incorrect or may not occur. Accordingly, readers are cautioned that the actual results achieved will vary from the information provided herein and the variations may be material. Readers are also cautioned that the foregoing list of factors and risks is not exhaustive. Additional information on these and other risks, uncertainties and factors that could affect Innicor's operations or financial results are included in our filings with the securities commissions or similar authorities in certain provinces of Canada, as may be updated from time to time. There is no representation by Innicor that actual results achieved will be the same in whole or in part as those set out in the forward-looking information. Furthermore, the forward-looking statements contained herein are made as of the date hereof, and Innicor does not undertake any obligation to update publicly or to revise any forward-looking information, whether as a result of new information, future events or otherwise. Any forward-looking information contained herein is expressly qualified by this cautionary statement.

For further information, please contact:

Delton A. Campbell, President and Chief Executive Officer
(403) 236-2815

or

Ian Bootle, Vice President, Finance and Chief Financial Officer
(403) 236-2815