Exhibit 10.1  
 AMENDED AND RESTATED SECURITIES PURCHASE AGREEMENT  
 This Amended and Restated Securities Purchase Agreement (this “Agreement”) is dated as of April 24, 2024, between Trio Petroleum Corporation., a Delaware corporation (the “Company”), and each purchaser identified on the signature pages hereto (each, including its successors and assigns, a “Purchaser” and collectively, the “Purchasers”).  
 WHEREAS, The Company and one of the Purchasers (the “Initial Purchaser”) executed and entered into a Securities Purchase Agreement, dated as of April 16, 2024 (the “Original SPA”), pursuant to which the Initial Purchaser provided convertible debt financing to the Company for $360,000 in gross proceeds.  
 WHEREAS, pursuant to the terms and conditions of the Original SPA, the Company issued to the Initial Purchaser a Senior Secured Promissory Note in the principal amount of $400,000, with an original issuance discount of $40,000 (the “Initial Purchaser Note”).  
 WHEREAS, pursuant to the terms and conditions of the Original SPA, the Company and the Initial Purchaser also entered into a Security Agreement pursuant to which the Company granted to the Initial Purchaser a security interest in all of the Company’s assets as provided therein (the Original Security Agreement”).  
 WHEREAS, the Company and the Purchasers are executing and delivering this Agreement in reliance upon an exemption from securities registration afforded by the provisions of Section 4(a)(2) or Section 4(a)(6) of the Securities Act (as defined below), and/or Regulation D promulgated thereunder.  
 WHEREAS, the parties desire that, upon the terms and subject to the conditions contained herein, the Company shall issue and sell to the Purchasers, as provided herein, and the Purchasers, in the aggregate, shall purchase Eight Hundred Thousand Dollars and Zero Cents ($800,000) of principal amount of secured convertible promissory notes of the Company (consisting of the Initial Purchaser Note, which was previously issued by the Company to the Initial Purchaser and a new secured convertible promissory note to be issued to the other Purchaser (the “”) in the principal amount of $400,000, with an original issuance discount of $40,000 (the “Additional Note, and collectively with the Initial Purchaser Note, the “”) for an aggregate purchase price of Seven Hundred Twenty Thousand Dollars and Zero Cents ($720,000) (the “”), which Notes are convertible into shares (“”) of the Company’s Common Stock (as defined below) pursuant to the terms and conditions set forth in the Notes with an initial conversion price of $0.25 per share, the form of which is annexed hereto as Exhibit A, and in connection with the purchase of such Notes, the Purchasers shall receive shares of Common Stock as an origination fee in connection with their purchase of the Notes (the “”) in an aggregate amount equal to 1,500,000 shares of Common Stock, with 750,000 of such Commitment Shares having been previously issued to the Initial Purchaser and the remaining 750,000 Commitment Shares issuable to the Additional Purchaser at the Second Closing. The Notes, the Conversion Shares, and the Commitment Shares are collectively referred to herein as the “.”