

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Stamper Oil & Gas Corp.
750 West Pender Street, Suite 401
Vancouver, BC, V6C 2T7
(the "Company")

Item 2. Dates of Material Change (s)

November 22, 2023

Item 3. News Release(s)

The news release was disseminated through the news dissemination services of Stockwatch on November 22, 2023, and was filed under the Company's profile on SEDAR (www.sedar.com).

Item 4. Summaries of Material Change

In its news release dated November 22, 2023, the Company announce that, further to its press releases of July 24, 2023, August 24, 2023, October 17, 2023, October 26, 2023 and November 3, 2023, the Company has closed the third and final tranche of its non-brokered private placement (the "**Financing**"), issuing 1,900,000 units (the "**Units**") at a price of \$0.055 per Unit for gross aggregate proceeds of \$104,500. Including proceeds from the first and second tranches, which closed on October 26, 2023 and November 3, 2023 respectively, the Company raised an aggregate gross proceeds of \$498,120.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

The undersigned is not aware of any information of a material nature being omitted.

Item 8. Executive Officer

Mr. Bryson Goodwin, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 341-1531.

Item 9. Date of Report

Dated November 28, 2023.

NEWS RELEASE

Stamper Oil & Gas Corp. Closes Third & Final Tranche of Financing

November 22, 2023 – Vancouver, British Columbia – Stamper Oil & Gas Corp. (“**Stamper**” or the “**Company**”) (TSX-V: STMP; FSE: TMP2) is pleased to announce that, further to its press releases of July 24, 2023, August 24, 2023, October 17, 2023, October 26, 2023 and November 3, 2023, the Company has closed the third and final tranche of its non-brokered private placement (the “**Financing**”), issuing 1,900,000 units (the “**Units**”) at a price of \$0.055 per Unit for gross aggregate proceeds of \$104,500. Including proceeds from the first and second tranches, which closed on October 26, 2023 and November 3, 2023 respectively, the Company raised an aggregate gross proceeds of \$498,120.

Each Unit consists of one (1) common share of the Company (a “**Share**”) and one (1) transferable common share purchase warrant of the Company (each a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional common share at an exercise price of \$0.07 for a period of 12 months from the closing date. The Warrants include an acceleration clause (“**Warrant Acceleration**”) which provides that, in the event that the closing price of the Shares is at or above \$0.50 per Share for a period of five (5) consecutive trading days, the Company may provide notice (the “**Acceleration Notice**”) to the Holder that the expiry date of the Warrants have been accelerated and that Warrants not exercised within thirty (30) days of the date of the Acceleration Notice will expire thirty days from the date of the Acceleration Notice.

Bryson Goodwin, CEO of Stamper, states:

“I am delighted to formally announce that investor confidence and support has culminated in the successful closure of Stamper's strategic finance. This milestone achievement not only signifies a resounding endorsement of our business plans but also opens avenues for significant advancement and development in our exploration endeavors.

It is with great satisfaction that I report our efforts have resulted in the assurance that our working capital requirements are not merely met but prudently covered for the upcoming years. This financial stability positions us strategically for sustained growth and prosperity.

I would further assure shareholders, as the Board and I diligently work on refining our business plan and amplifying our growth mandate, your trust in Stamper is met with a commitment to excellence and an unwavering dedication to achieving our collective vision. We appreciate your continued support *as we navigate this exciting chapter of expansion and success.*”

The gross proceeds raised from the sale of Units will be used to advance the Company's exploration project and for general working capital purposes.

Pursuant to applicable Canadian securities laws, all securities issued and issuable in connection with the Offering will be subject to a four (4) month hold period commencing on the Closing Date.

About Stamper Oil & Gas

Stamper Oil & Gas Corp. (TSX-V: STMP) is a resource company, seeking to acquire interests in mineral and/or oil & gas resource properties. The Company is committed to creating sustainable shareholder value by evaluating and developing future prospects into commercially viable assets.

ON BEHALF OF THE BOARD OF DIRECTORS

"Bryson Goodwin"

Bryson Goodwin, President & CEO

Chairman of Board of Directors

For further information, please contact:

Phone: 604-341-1531

Email: brysongoodwin@shaw.ca

Neither the 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.

Forward-Looking Statements

This news release contains certain statements that may be deemed "forward-looking" statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although Stamper Oil & Gas Corp. believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. Forward looking statements are based on the beliefs, estimates and opinions of Stamper Oil & Gas Corp. management on the date the statements are made. Except as required by law, Stamper Oil & Gas Corp. undertakes no obligation to update these forward looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.