

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 — Name and Address of Company

Stamper Oil & Gas Corp. (the “Company”)
#1890 – 1075 W. Georgia Street
Vancouver, BC V6E 3C9

ITEM 2 — Date of Material Change

November 26, 2024

ITEM 3 — News Release

A news release with respect to the material changes referred to in this report was disseminated on November 26, 2024 via Stockwatch.

ITEM 4 — Summary of Material Change

The Company entered into a loan agreement dated November 26, 2024 to borrow CAD\$27,485.97 from Bryson Goodwin, the President, CEO, Chairman and a director of the Company.

ITEM 5 — Full Description of Material Change

The Company entered into a loan agreement dated November 26, 2024 (the “**Agreement**”) to borrow CAD\$27,485.97 (the “**Principal Amount**”) from Bryson Goodwin, the President, CEO, Chairman and a director of the Company (the “**Lender**”).

The Loan bears interest at a rate of 10% per annum, compounded quarterly, commencing as of the date of the Principal Amount was provided by the Lender to the Company, and continuing until the loan is repaid in full (the “**Interest**”), to be calculated on the basis of 365 days a year (the Principal Amount together with the accrued Interest, the “**Loan**”). The Loan or any portion thereof, shall be repaid by the Company to the Lender upon the earlier of: (i) on demand; (ii) the voluntary liquidation, dissolution, or winding up of the Company; or (iii) upon a default event.

The Company intends to use the proceeds of the Loan for working capital and general corporate purposes.

As stated above, the Lender is a director, President, CEO and Chairman, and control person of the Company. Accordingly, the Loan constitutes a related party transaction within the meaning of TSX Venture Exchange (“**TSXV**”) Policy 5.9 and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). A resolution of the board of directors of the Company, excluding Bryson Goodwin from voting, was passed to approve the Loan. No materially contrary view or abstention was exercised or made by any other director.

The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) as the Company is only listed on the TSXV and 5.7(1)(f) as the Loan is not convertible or repayable in equity or voting securities of Stamper and the Loan was obtained on reasonable commercial terms, not less favorable to the Company than if obtained from an arm's length party. Further, the Loan is not convertible into or repayable in securities of the Company.

ITEM 6 — Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7 — Omitted Information

Not applicable.

ITEM 8 — Executive Officer

Bryson Goodwin, President and Chief Executive Officer, Tel: 604-341-1531

ITEM 9 — Date of Report

November 27, 2024