

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations*

Item 1 **Names of the Parties to the Transaction**

Stamper Oil & Gas Corp. (the “**Company**”), 1539693 B.C. Ltd. (“**Subco**”), and BISP Exploration Inc. (“**BISP**”), a British Columbia corporation.

Item 2 **Description of the Transaction**

On September 10, 2025, the Company closed the acquisition of 100% of the issued and outstanding securities of BISP (the “**Transaction**”) pursuant to the terms and conditions of an acquisition agreement dated May 12, 2025, as amended on July 4 and August 18, 2025 (the “**BISP Agreement**”). Upon completion of the Transaction, the Company resumed trading on the TSXV on September 15, 2025 under the symbol “STMP”.

In accordance with the terms and conditions of the BISP Agreement, the Transaction was completed by way of a three-cornered amalgamation, whereby, among other things: (i) Subco amalgamated with BISP to form an amalgamated company (“**Amalco**”); (ii) holders of common shares in the capital of BISP (each, a “**BISP Share**”), including 57,609,993 BISP Shares issued on conversion of the Subscription Receipts (as defined herein), the 8,257,555 BISP Shares issued as part of the Debt Units (as defined herein), and the 100 BISP Shares held by the founding shareholder of BISP each received one Common Share for each BISP Share held and the BISP Shares were cancelled; (iii) holders of the 32,933,772 issued and outstanding share purchase warrants to acquire BISP Shares (“**BISP Warrants**”) and 4,389,726 non-transferrable Broker Warrants (as defined herein) were issued warrants to purchase Common Shares in exchange and replacement for, and on an equivalent basis, such BISP Warrants which will thereby be cancelled; and (iv) Amalco became a wholly-owned subsidiary of the Company. The BISP Warrants exchanged in connection with the amalgamation are exercisable to acquire one Common Share at an exercise price of \$0.35 per Common Share for a period of 36 months from the closing date of the Transaction (“**BISP Closing**”) and the Broker Warrants are exercisable to acquire one Common Share at an exercise price of \$0.20 per Common Share, for a period of 36 months from the BISP Closing.

In connection with and on closing of the Transaction, the Company’s former CEO, Bryson Goodwin resigned and Grayson Andersen was appointed as the Company’s CEO. Furthermore, in connection with the Transaction, the Company paid a finder’s fee of 680,112 Common Shares at a deemed price of \$0.20 per Common Share (the “**Finder’s Shares**”) to an arm’s-length finder, Commodity

Partners Inc. The Finder's Shares are subject to a statutory hold period of four months plus a day from the date of issuance.

In connection with the Transaction, the Company assumed and performed BISP's contractual obligations under a share purchase agreement (the "**BISP Share Purchase Agreement**"), as amended on March 19, 2025, July 14, 2025, July 23, 2025, August 18, 2025, and August 28, 2025, amongst BISP and certain arm's length vendors (the "**Vendors**"). Pursuant to the BISP Share Purchase Agreement, BISP acquired an indirect interest in the Namibian Blocks (as defined herein) in consideration for the prior payment of a US\$800,000 deposit, aggregate additional cash payments of US\$5,000,000 on the BISP Closing, and the issuance of 5,000,000 Common Shares on the BISP Closing. Additionally, on the 12-month anniversary of the BISP Closing, Stamper must pay the Vendors a cash payment of US\$1,250,000 and issue the Vendors an additional 8,561,644 Common Shares. The acquired interests in the Namibian Blocks are as follows:

- BISP acquired 100% of the issued and outstanding shares of Rock Oil and Gas Pty ("**Rock Oil**"). Concurrently with BISP Closing, Rock Oil acquired a 47% interest in WestOil Limited, a company incorporated under the Laws of the Republic of Seychelles ("**WestOil**"). WestOil holds a 70% working interest in PEL107 over Namibian oil block 2712A;
- Rock Oil holds a 5% carried interest in offshore Namibian oil blocks known as PEL 98 over Namibian oil block 2213 and a 5% working interest in PEL 106 over Namibian oil blocks 2111A and 2011B (although such interest is treated as carried in practice); and
- Rock Oil holds a 20% carried interest in Namibia exploration license PEL 102 over Namibian oil block 2614B.

In connection with the BISP Acquisition, on September 3, 2025, BISP closed a concurrent brokered private placement of 57,609,993 subscription receipts (the "**Subscription Receipts**") at a price of \$0.20 per Subscription Receipt for aggregate gross proceeds of \$11,521,998.60 (the "**BISP Concurrent Offering**"). In addition, cash commissions of \$792,445 were paid and a total of 4,389,726 non-transferrable broker warrants (the "**Broker Warrants**") were issued in connection with the BISP Concurrent Offering, exercisable on the same terms as the BISP Warrants issued on conversion of the Subscription Receipts. The BISP Concurrent Offering was completed pursuant to an agency agreement entered into among the Company, BISP, and Ventum Financial Corp. Additionally, in connection with the BISP Concurrent Offering, BISP also issued 8,257,555 units of BISP (the "**Debt Units**") at a price of \$0.20 per Debt Unit to certain creditors of BISP pursuant to the settlement of \$1,651,511 owed by BISP to the creditors.

On September 10, 2025, the Subscription Receipt's escrow release conditions were satisfied, and as a result, each Subscription Receipt was automatically exchanged

for one BISP Share and one-half of one BISP Warrant without further payment or action on the part of the holder immediately prior to the BISP Closing. The Transaction constituted a reverse takeover of the Company by the shareholders of BISP for accounting purposes.

Item 3 Effective Date of the Transaction

September 10, 2025.

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

The Company did not cease to be a reporting user as a result of the Transaction. Prior to the Transaction, the Company was, and continues to be, a reporting issuer in British Columbia and Alberta.

As a result of the Transaction, Amalco became a wholly-owned subsidiary of the Company. Amalco was not a reporting issuer prior to the Transaction and did not become a reporting issuer as a result of the Transaction.

Item 5 Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable

December 31, 2025.

The Company has decided to change its year-end from June 30 to December 31 in connection with the Transaction.

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable

Transition Year	Comparative annual FS to transition year	New financial year	Comparative annual FS to new financial year	Interim periods for transition year	Comparative interim periods to interim periods in transition year	Interim periods for new financial year	Comparative interim periods to interim periods in new financial year
12 months ended 12/31/2025	12 months ended 12/31/2024	12 months ended 12/31/2026	12 months ended 12/31/2025	3 months ended 3/31/2025	3 months ended 3/31/2024	3 months ended 3/31/2026	3 months ended 3/31/2025
				6 months ended 6/30/2025	6 months ended 6/30/2024	6 months ended 6/30/2026	6 months ended 6/30/2025
				9 months ended 9/30/2025	9 months ended 9/30/2024	9 months ended 9/30/2026	9 months ended 9/30/2025

Interim or Annual Period	Filing Deadline
Three months ended March 31, 2025	Monday, September 22, 2025
Three and six months ended June 30, 2025	Monday, September 22, 2025
Three and nine months ended September 30, 2025	Monday, December 1, 2025
Year ended December 31, 2025	Thursday, April 30, 2026
Three months ended March 31, 2026	Monday, June 1, 2026
Three and six months ended June 30, 2026	Monday, August 31, 2026
Three and nine months ended September 30, 2026	Monday, November 30, 2026
Year ended December 31, 2026	Friday, April 30, 2027

Item 7. Documents filed under NI 51-102 that describe the Transaction

The following documents describing the Transaction were filed on SEDAR+ and are available on www.sedarplus.ca under the profile for the Company:

- a. News release dated May 14, 2025 announcing the entering into of the BISP Agreement in respect of the BISP Transaction;
- b. News release dated June 5, 2025 announcing the BISP Concurrent Offering;
- c. News release dated August 5, 2025 announcing amendments to the terms of the BISP Concurrent Offering;
- d. News release dated September 3, 2025 announcing closing of the BISP Concurrent Offering;
- e. News release dated September 10, 2025 announcing closing of the BISP Transaction;
- f. Material change report dated May 28, 2025 in respect of the announcement of the BISP Transaction;
- g. Material change report dated September 10, 2025 in respect of the closing of the BISP Transaction;
- h. Material change report dated September 12, 2025 in respect of the closing of the BISP Concurrent Offering;
- i. The BISP Agreement;
- j. Amending agreement to the BISP Agreement dated July 4, 2025;

- k. Amending agreement to the BISP Agreement dated August 18, 2025;
- l. Warrant indenture dated September 3, 2025 in respect of the BISP Concurrent Offering;
- m. Subscription receipt agreement dated September 3, 2025 in respect of the BISP Concurrent Offering; and
- n. Agency agreement dated September 3, 2025 in respect of the BISP Concurrent Offering.

DATED: February 27, 2026