



**STAMPER REVISES TERMS OF PREVIOUSLY ANNOUNCED  
NON-BROKERED PRIVATE PLACEMENT**

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**Vancouver, British Columbia, January 29, 2025– Stamper Oil & Gas Corp. (“Stamper” or the “Company”) (TSX-V: STMP)** announces that further to its December 18, 2024 news release, it has revised the terms of its non-brokered unit private placement (the **“Offering”**). The Offering shall now consist of a non-brokered private placement of up to 8,888,888 units of the Company (the **“Units”**) at a price of \$0.1125 per Unit for aggregate gross proceeds of up to \$1,000,000. The Units will be issued on a post-consolidated basis. Please refer to the Company’s news release dated November 6, 2024 regarding the terms of the Company’s proposed consolidation.

Each Unit will be comprised of one common share in the capital of the Company (a **“Share”**) and one Share purchase warrant (a **“Warrant”**). Each Warrant will entitle the holder thereof to acquire one additional share (a **“Warrant Share”**) at a price of \$0.15 per Warrant Share for a period of 36 months from the closing date of the Offering. The Warrants to be issued under the Offering shall contain an accelerated expiry clause (the **“Acceleration Clause”**). Pursuant to the Acceleration Clause, if the Shares of the Company close at or above \$0.50 for ten (10) consecutive trading days on the TSX Venture Exchange (the **“TSX-V”**), then the Company may accelerate the expiry date of the Warrants by issuing a news release announcing the accelerated Warrant term, pursuant to which the Warrants will expire on the 30<sup>th</sup> calendar day after the date of such news release.

The Company intends to use the net proceeds for general working capital purposes. Closing of the Offering is expected to occur as soon as practicable and may occur in one or more tranches.

The Company may pay a finder’s fee in connection with the Offering to eligible arm’s length finders in accordance with the policies of the TSX-V. All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day following the date of issuance in accordance with applicable Canadian securities laws. Closing of the Offering and the issuance of the Units are subject to a number of conditions, including, without limitation, receipt of all regulatory approvals, including but not limited to the approval of the TSX-V. The Offering is not subject to a minimum amount of subscriptions.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States or to any “U.S. Person” (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”)) of any equity or other securities of the Company. The securities described herein have not been, and will not be, registered under the U.S. Securities Act or under any state securities laws and may not be offered or sold in the United States or to a U.S. Person absent registration under the U.S. Securities Act and applicable securities laws or an applicable exemption therefrom. Any failure to comply with these restrictions may constitute a violation of U.S. securities laws.

### **About Stamper Oil & Gas**

Stamper Oil & Gas Corp. (TSX-V: STMP) is an “Energy Commodity Focused” resource company, seeking to acquire interests in mineral and/or oil & gas resource properties focused on energy creation, storage or delivery. 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

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*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 includes certain statements that may be deemed “forward-looking statements”. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are 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 the Company 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 the forward-looking statements. Forward looking statements in this news release include the closing of the Offering and the anticipated use of proceeds of the Offering. Factors that could cause the actual results to differ materially from those in forward-looking statements include the receipt of regulatory approvals, market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.*