



STAMPER PROVIDES DISCLOSURE UPDATE ON 2025 BISP ACQUISITION AND CLARIFIES REFILING OF SEPTEMBER 30, 2025, INTERIM FINANCIAL STATEMENTS

September 21, 2026, Vancouver, British Columbia – Stamper Oil & Gas Corp. (“Stamper” or the “Company”) (TSX-V: STMP) (US OTC: STMGF) (Germany: TMP0), as requested by the British Columbia Securities Commission, announces a summary disclosure update relating to the 2025 BISP acquisition and clarifies the refiling of September 30, 2025, interim financial statements.

BISP Acquisition Overview

Stamper provides the following summary disclosure relating to the “Restructuring Transaction” as such term is defined in National Instrument 51-102 *Continuous Disclosure Obligations* completed through its acquisition of BISP Exploration Inc. (“**BISP**”) (the “**BISP Transaction**” or “**Transaction**”). The foregoing provides a complete narrative of the BISP Transaction, a chronological account of key events and milestones, and a comprehensive list of all related disclosure documents and their respective filing dates.

By way of background, Stamper entered into a definitive agreement dated May 12, 2025 (the “**Definitive Agreement**”) to acquire all issued and outstanding common shares of BISP, a British Columbia corporation with an agreement to acquire certain offshore oil and gas blocks in Namibia. The Transaction constituted a Reviewable (Fundamental) acquisition under Policy 5.4 of the TSX Venture Exchange and was completed on September 10, 2025, pursuant to the Definitive Agreement, as amended on July 4 and August 18, 2025. The Transaction is an arm’s length transaction.

Chronological Summary of Key Events

May 12, 2025 - Execution of Definitive Agreement and May 14, 2025 - Public Announcement

Stamper entered into the Definitive Agreement with BISP on May 12, 2025, to acquire all issued and outstanding common shares in the capital of BISP (each a “**BISP Share**”) by way of a three-cornered amalgamation. The Definitive Agreement was announced by way of news release on May 14, 2025. In connection with the Transaction, Stamper agreed to assume approximately US\$520,000 and C\$907,000 in outstanding BISP obligations and to perform BISP’s obligations under the share purchase agreement amongst BISP and certain arm’s length vendors, pursuant to which BISP was to acquire an indirect interest in five Namibian oil and gas blocks for aggregate cash payments of US\$8,300,000 and the issuance of 5,000,000 common shares in the capital of the Company (each a “**Company Share**”).

May 30, 2025 - Share Split

The Board approved a 3.8:1 share split. The record date was set for June 3, 2025, and the effective date for June 5, 2025. Following the share split, the Company had approximately 42,847,764 post-split Company Shares issued and outstanding.

June 5, 2025 - Brokered Private Placement Announced

BISP announced a “best efforts” brokered private placement of up to 80,000,000 subscription receipts (each a “**Subscription Receipt**”) at \$0.20 per Subscription Receipt for gross proceeds of up to

\$16,000,000, with Ventum Financial Corp. (the “**Agent**”) acting as lead agent (the “**Offering**”). Each Subscription Receipt was convertible into one BISP Share and one-half of one BISP Share purchase warrant (each a “**BISP Warrant**”), to be exchanged for equivalent securities of the Company on closing of the Transaction. Proceeds were to fund the cash consideration payable in connection with the Transaction, exploration operations, and working capital.

August 5, 2025 - Amended Agreement and Sidecar Placement

BISP entered into an amending agreement dated July 23, 2025, revising the Namibian block acquisition consideration: the initial cash payment was reduced from US\$7.5 million to US\$5.0 million, with the remaining US\$2.5 million payable 12 months post-closing equally in cash and equity. The minimum financing required was reduced to \$13,000,000 from \$16,000,000. The Company also announced a sidecar private placement of up to 5,000,000 units of the Company at \$0.20 per unit for gross proceeds of up to \$1,000,000, and BISP announced its intention to settle approximately \$1.7 million in debt through the issuance of units of BISP.

September 3, 2025 - Closing of Brokered Private Placement

BISP closed its brokered private placement, issuing 57,609,993 Subscription Receipts at \$0.20 per Subscription Receipt for gross proceeds of approximately \$11,521,998.60. A cash commission of approximately \$792,445 was paid and 4,389,726 broker warrants were issued to the Agent and certain finders. BISP also issued 8,257,555 units of BISP to settle \$1,651,511 in creditor obligations. As the Offering met the minimum threshold, the sidecar unit private placement as announced on August 6, 2025, was not proceeded with.

September 10, 2025 - Closing of the Transaction

On September 10, 2025, Stamper completed the acquisition of BISP pursuant to the Definitive Agreement, as amended. On closing: (i) a wholly-owned subsidiary of Stamper created for the sole purpose of effecting the BISP Transaction amalgamated with BISP to form an amalgamated entity, a wholly-owned subsidiary of the Company; (ii) holders of 65,867,648 BISP Shares received one Company Share per BISP Share; and (iii) holders of 32,933,772 BISP Warrants and 4,389,726 BISP broker warrants were issued equivalent Company warrants. BISP Warrants are exercisable at \$0.35, and broker warrants at \$0.20 per Company Share, each for 36 months from closing.

In connection with closing, Stamper acquired an indirect interest in five Namibian oil blocks under four petroleum exploration licences (PELs), comprising:

- A 47% interest in WestOil Limited, which holds a 70% working interest in PEL 107 (Block 2712A, Orange Basin), resulting in a 32.9% indirect working interest;
- A 5% carried interest in PEL 98 (Block 2213B, Walvis Basin) and a 5% carried interest in PEL 106 (Blocks 2111A and 2011B, Walvis Basin);
- A 67% interest in NASMAM Investments (PTY) LTD., which holds a 30% carried interest in PEL 102 (Block 2614B, Lüderitz Basin), resulting in a 20% indirect carried interest.

Aggregate consideration for the Namibian blocks comprised a prior paid US\$800,000 deposit. The Company paid US\$5,000,000 cash on closing, and issued 5,000,000 Company Shares on closing, with a further US\$1,250,000 cash payment and 8,561,644 Company Shares payable on the 12-month anniversary of closing.

Grayson M. Andersen was appointed CEO of the Company upon the resignation of Bryson Goodwin. The Company paid a finder's fee of 680,112 Company Shares at a deemed price of \$0.20 per Share to Commodity Partners Inc. Trading resumed on September 15, 2025, under the symbol "STMP."

Disclosure Documents

The following disclosure documents were filed by the Company in connection with the Transaction:

- News release dated May 14, 2025, announcing the entering into of the Definitive Agreement in respect of the BISP Transaction (SEDAR+ filed on May 14, 2025);
- News release dated June 5, 2025, announcing the Offering (SEDAR+ filed on June 6, 2025);
- News release dated August 5, 2025, announcing amendments to the terms of the Offering and the sidecar private placement (SEDAR+ filed on August 6, 2025);
- News release dated September 3, 2025, announcing closing of the Offering (SEDAR+ filed on September 3, 2025);
- News release dated September 10, 2025, announcing closing of the BISP Transaction (SEDAR+ filed on September 10, 2025);
- Material change report dated May 28, 2025, in respect of the announcement of the BISP Transaction (SEDAR+ filed on May 28, 2025);
- Material change report dated September 10, 2025, in respect of the closing of the BISP Transaction (SEDAR+ filed on September 10, 2025);
- Material change report dated September 3, 2025, in respect of the closing of the BISP Concurrent Offering; (SEDAR+ filed on September 12, 2025)
- Amended and restated Material Change Report dated September 10, 2026, in respect of the closing of the BISP Transaction; (SEDAR+ filed on September 18, 2026)
- Amended Notice of Change in Corporate Structure dated August 19, 2026, in respect of the closing of the BISP Transaction (SEDAR+ filed on August 19, 2026);
- The Definitive Agreement (SEDAR+ filed on May 28, 2025);
- Amending agreement to the Definitive Agreement dated July 4, 2025 (SEDAR+ filed on February 25, 2026);
- Amending agreement to the Definitive Agreement dated August 18, 2025 (SEDAR+ filed on February 25, 2026);
- Warrant indenture dated September 3, 2025, in respect of the Offering (SEDAR+ filed on September 12, 2025);
- Subscription receipt agreement dated September 3, 2025, in respect of the Offering (SEDAR+ filed on September 12, 2025); and
- Agency agreement dated September 3, 2025, in respect of the Offering (SEDAR+ filed on September 12, 2025).

Refiling of September 30, 2025, Interim Financial Statements

In connection with the Company adopting BISP's December 31 year-end as filed in the amended "Notice of Change in Corporate Structure" dated August 19, 2026, the condensed interim financial statements of September 30, 2025, filed on December 1, 2025, were refiled on May 4, 2026, and subsequently refiled on June 10, 2026, to reflect the updated accounting period and the deemed consideration share price used for accounting purposes in respect of the BISP Transaction. The adoption of BISP's year end was driven by the subsequent reclassification of the BISP Transaction as a "reverse-takeover" pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*, which resulted in BISP being determined to be the accounting acquiror and continuing accounting entity and had a December 31 year-end, whereas Stamper had a June 30 year-end. Investors should

not rely on the December 1, 2025, condensed interim financial statements, or the May 4, 2026, condensed interim financial statements, and should only rely on the final amended and refiled financial statements of June 10, 2026. The September 30, 2025, interim financial statements filed on June 10, 2026, do not contain any material revisions from those filed on May 4, 2026. The June 10, 2026, interim financial statements needed to be refiled due to an administrative error, being that there was a bullet prompt for the “Date Approved by the Company’s Board”. The inclusion of this date was the only change made to the interim financial statements filed on June 10, 2026.

In determining the listing expense value of \$7,562,865 was recognized relating to the reverse acquisition in the financial statements filed on December 1, 2025, a share price of \$0.09 per share was used, representing the split adjusted share price at the time when the Company’s shares were halted as part of the reverse acquisition. In the refiled financial statements of May 4, 2026, and June 10, 2026, the listing expense value of \$16,475,057 was recognized relating to the reverse acquisition in the financial statements, reflecting a share price of \$0.20 per share which was the price at which the financing related to the acquisition was undertaken and the opening share price of the Company when the shares resumed trading.

Summary of Changes to Condensed Interim Financial Statements

	December 1 original	June 10 refiled	Change
Listing expense	\$7,562,865	\$16,475,057	+\$8,912,192
Three-month net loss	\$9,054,689	\$17,365,966	+\$8,311,277
Total assets	\$21,923,769	\$22,368,501	+\$444,732
Total liabilities	\$9,794,860	\$9,392,156	-\$402,704
Share capital	\$16,703,427	\$20,923,793	+\$4,220,366
Contributed surplus	\$3,577,540	\$8,266,347	+\$4,688,807
Exploration assets	\$8,828,152	\$9,140,301	+\$312,149

About Stamper Oil & Gas

Stamper Oil & Gas Corp. (TSX-V: STMP) (US OTC: STMGF) (Germany: TMP0) is an offshore Namibia-focused oil and gas exploration company with ownership interests across five offshore exploration blocks covering four petroleum exploration licences (PELs), in the Orange, Walvis and Lüderitz Basins. The Company’s portfolio provides exposure to multiple high-impact oil and gas exploration opportunities in one of the world’s most active exploration regions.

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.

ON BEHALF OF THE BOARD OF DIRECTORS

"Grayson M. Andersen"

Grayson M. Andersen
Chief Executive Officer

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Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities laws. Forward-looking statements in this news release include statements regarding the Company's future business plans and objectives. Forward-looking statements are generally, but not always, identified by words such as "anticipate", "believe", "could", "expect", "estimate", "intend", "may", "plan", "project", "potential", "seek", "should", "target", "will", "would", and similar expressions. Forward-looking statements are based on management's current expectations, estimates, projections, assumptions and beliefs, including assumptions regarding the availability and allocation of the proceeds, the Company's future financing requirements and ability to obtain additional financing, the continued validity of the Company's petroleum exploration licences in Namibia, the Company's ability to conduct exploration activities in the Orange, Walvis and Lüderitz Basins, and prevailing economic and market conditions. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied, including risks inherent in exploration activities; unexpected geological or hydrological conditions; changes in laws, regulations and government policies in Canada and in the jurisdictions in which the Company operates; failure to obtain required permits and approvals; commodity-price, foreign-exchange and capital-market volatility; the Company's ability to raise additional funds; environmental and safety risks; geopolitical risks and political instability in jurisdictions where the Company conducts operations; dependence on key management personnel; uncertainty of title to the Company's exploration licences; and other exploration, development, operating, financial, market and regulatory risks. There can be no assurance that forward-looking statements will prove to be accurate. Past performance is not necessarily indicative of future results. Readers should not place undue reliance on forward-looking statements. The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by applicable securities laws, the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.