



NOTICE
and
INFORMATION CIRCULAR
for the
ANNUAL GENERAL MEETING
of
STAMPER OIL & GAS CORP.

to be held on
November 18, 2025

STAMPER OIL & GAS CORP.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Stamper Oil & Gas Corp.** (the “**Company**”) will be held on Tuesday, November 18, 2025 at Suite 1890 – 1075 West Georgia Street, Vancouver, BC V6C 3E9, Canada, at the hour of 10:00 a.m. (PT), virtually via the Zoom platform (please refer to the bottom of page 3 for Zoom login details) for the following purposes:

1. To receive the audited annual financial statements of the Company for the fiscal year ended June 30, 2025.
2. To set the number of directors of the Company at five (5).
3. To elect the directors of the Company for the ensuing year.
4. To appoint the Company’s auditor for the ensuing year.
5. To consider, and if thought fit, to pass an ordinary resolution to ratify and re-approve the Company’s Stock Option Plan, as described in the accompanying Information Circular.
6. To consider, and if thought fit, to pass an ordinary resolution to ratify and re-approve the Company’s Restricted Share Unit Plan, as described in the accompanying Information Circular.
7. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Meeting may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Company’s board of directors (the “**Board**”) has fixed September 29, 2025 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular, the Company’s 2025 audited financial statements and the related management’s discussion and analysis, and any additional materials (collectively, the “**Meeting Materials**”) online. Shareholders will still receive this Notice of Meeting, a form of proxy and request for financial information form and may choose to receive a paper copy of the Meeting Materials.

The Company will not use the procedure known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Meeting Materials.

PLEASE REVIEW THE INFORMATION CIRCULAR CAREFULLY IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE INFORMATION CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS. THE INFORMATION CIRCULAR IS AVAILABLE AT [HTTPS://WWW.STAMPERNAMIBIA.COM](https://www.stampernamibia.com) AND UNDER THE COMPANY’S PROFILE ON SEDAR+ AT [WWW.SEDARPLUS.CA](http://www.sedarplus.ca). ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY

ON THE MEETING MATERIALS (INCLUDING THE INFORMATION CIRCULAR) SHOULD CONTACT THE COMPANY AT SUITE 1890, 1075 WEST GEORGIA STREET, VANCOUVER, BC, V6E 3C9, BY FAX AT 604-687-3141, BY TELEPHONE TOLL FREE AT 1-888-787-0888 OR BY EMAIL AT GRAYSON@STAMPERNAMIBIA.COM. SHAREHOLDERS MAY ALSO USE THE TOLL-FREE NUMBER NOTED ABOVE TO OBTAIN ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS PROVISIONS

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Endeavor Trust Corporation, located at: 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, no later than 10:00 a.m. (PT) on November 14, 2025 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this notice (“**Notice**”) of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting in person.

DATED at Vancouver, British Columbia, this 29th day of September, 2025.

BY ORDER OF THE BOARD

“Grayson M. Andersen”

Grayson M. Andersen
Chief Executive Officer

ZOOM MEETING LOGIN INSTRUCTIONS

To access the Meeting via the Zoom platform please use the following link:

<https://us06web.zoom.us/j/83087203841?pwd=WzgBLPc5yY7CSXgzc8QYf7iz1HnLrA.1>

Meeting ID: 830 8720 3841

Passcode: 719814

One tap mobile

+13017158592,,83087203841#,,,,*719814# US (Washington DC)

+13052241968,,83087203841#,,,,*719814# US

Join instructions

https://us06web.zoom.us/join/83087203841/invitations?signature=eZ-r6LM3a-u8H9_IDsfh3TV_2Oe7yzXCDB5KpSAGCE

STAMPER OIL & GAS CORP.

c/o Suite 1890, 1075 West Georgia Street
Vancouver, British Columbia, Canada V6E 3C9
Telephone (604) 687-2038
Facsimile (604) 687-3141

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Stamper Oil & Gas Corp. (the "**Company**" or "**Stamper**") for use at the Annual General Meeting of the shareholders (the "**Shareholders**") of the Company (the "**Meeting**") to be held at Suite 1890, 1075 West Georgia Street, Vancouver, BC, on Tuesday, November 18, 2025 at 10:00 a.m. (PT) and any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders.

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. All costs of this solicitation will be borne by the Company. The Company has made arrangements for intermediaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for reasonable fees and disbursements incurred by them in so doing.

Notice of the Meeting was provided to the securities commissions in each jurisdiction where the Company is a reporting issuer under applicable securities laws.

In this Information Circular, references to the "**Company**", "**Stamper**", "**we**" and "**our**" refer to Stamper Oil & Gas Corp.; "**Common Shares**" means common shares in the authorized share structure of the Company; "**Beneficial Shareholders**" means Shareholders who do not hold Common Shares in their own name and "**Intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of the Beneficial Shareholders.

Date of Information Circular

Information contained in this Information Circular is given as at September 29, 2025 unless otherwise indicated.

GENERAL PROXY INFORMATION

Revocability of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

- (a) executing a proxy bearing a later date; or
- (b) executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the shareholder's authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized, and by depositing the Proxy bearing a later date with Endeavor Trust Corporation, or at the registered address of the Company at Suite 1890, 1075 West Georgia Street, Vancouver, BC, V6E 3C9, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the date that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (c) by the registered shareholder personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Appointment of Proxyholders

A shareholder entitled to vote at the Meeting may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be Shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf.

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Company (the "**Management Designees**"). **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting other than either of the Management Designees. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered to the office of **Endeavor Trust Corporation**, by any one of the following methods: by mail: **Suite 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4**; by fax: **(604) 559-8908**; or online: www.eproxy.ca not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Exercise of Discretion

The Management Designees named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. The Proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the Management Designees will vote the Common Shares represented by the Proxy at their own discretion for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each Management Designee intends to vote thereon in accordance with the Management Designee's best judgment.

Proxy Voting Options

If you are a registered Shareholder, you may elect to submit a proxy in order to vote whether or not you are able to attend the Meeting in person. In order to vote by mail, you must complete, date and sign the Proxy and return it to the Company's transfer agent, Endeavor Trust Corporation, by any one of the following methods: by mail: Suite 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4; by fax: (604) 559-8908; or online: www.eproxy.ca at any time up to and including 10 a.m. (PT) on November 14, 2025.

Notice-and-Access

Notice-and-Access is a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of its securities by posting such materials on a non-SEDAR+ website (usually the reporting issuer's website and sometimes the transfer agent's website) rather than delivering such materials by mail. The notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "**Notice-and-Access Provisions**") can be used to deliver materials for both special and general meetings.

The use of the Notice-and-Access Provisions is intended to reduce paper waste and mailing costs to the issuer. In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials, the Company must send a notice to Shareholders indicating that the proxy-related materials for the Meeting have been posted electronically on a website that is not SEDAR+ and explaining how a Shareholder can access them or obtain a paper copy of those materials. Upon request, beneficial owners are entitled to delivery of a paper copy of the information circular at the reporting issuer's expense. This Information Circular and other materials related to the Meeting have been posted in full on the Company's Meeting website at <https://www.stampernamibia.com> and under the Company's SEDAR+ profile at www.sedarplus.ca.

In order to use the Notice-and-Access Provisions, a reporting issuer must set the record date for the meeting at least 40 days prior to the meeting to ensure there is sufficient time for the materials to be posted on the applicable website and the notice of meeting and form of proxy to be delivered to Shareholders. The requirements for the notice of meeting are that the Company shall provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of this Information Circular, and explain the Notice-and-Access process. The Notice of Meeting, containing this information, has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of non-registered Shareholders).

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular to some, but not all, of its shareholders, along with the notice of meeting. In relation to the Meeting, all Shareholders will receive the documentation required under the Notice-and-Access Provisions and all documents required to vote at the Meeting. No Shareholder will receive a paper copy of this Information Circular from the Company or any intermediary unless such Shareholder specifically requests same.

The Company will be delivering proxy-related materials to Non-Objecting Beneficial Owners ("**NOBOs**") and Objecting Beneficial Owners ("**OBOs**") indirectly through the use of intermediaries. The management of the Company does not intend to pay for Intermediaries to OBOs the meeting materials, and that in the case of an OBO, the OBO will not receive the meeting materials unless the OBO's Intermediary assumes the cost of delivery.

Any Shareholder who wishes to receive a paper copy of this Information Circular may contact the Company in writing by mail at: Suite 1890, 1075 West Georgia Street, Vancouver, BC, V6E 3C9; or by fax at 604-687-3141.

In order to ensure that a paper copy of this Information Circular can be delivered to a requesting Shareholder in time for such Shareholder to review this Information Circular and return a proxy or voting instruction form so that it is received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment of the Meeting, it is strongly suggested that Shareholder ensure their request is received no later than November 3, 2025. All Shareholders may call toll free at 1-888-787-0888 in order to obtain additional information about the Notice-and-Access Provisions or to obtain a paper copy of this Information Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Beneficial Shareholders should note that only Proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting material. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

If you are a Beneficial Shareholder, the form of proxy supplied to you by your broker (or its agent) is similar to the form of Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Communications Solutions Canada ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a proxy provided by the Company. The voting instruction form will name the Management Designees to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting. It must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although, as a Beneficial Shareholder, you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker (or agent of your broker), you may attend at the Meeting as proxyholder for your broker and vote the Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker or have a person designated by you to do so, you should enter our own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker (or your broker's agent) in accordance with the instructions provided by your broker (or agent), well in advance of the Meeting.

Alternatively, you may request in writing that your broker send you a legal Proxy which would enable you, or a person designed by you, to attend at the Meeting and vote your Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as disclosed herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed September 29, 2025, as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the Record Date, the Company had 114,395,524 Common Shares outstanding, each Common Share carrying the right to one vote. The Company has no other classes of voting securities.

To the knowledge of the directors and executive officers of the Company, only the following shareholder owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the outstanding voting rights of the Company.

Shareholder Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares ⁽¹⁾
CDS & Co. ⁽²⁾	66,323,150	57.977%

(1) Based on 114,395,524 Shares issued and outstanding as of the date of this Information Circular.

(2) CDS & CO is a share depository, the beneficial ownership of which is unknown to the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the fiscal years ended June 30, 2025 and 2024, the reports of the auditor thereon and the related management discussion and analysis will be placed before the Meeting. Additional information may be obtained upon request from the Company at Suite 1890, 1075 West Georgia Street, Vancouver, BC, V6E 3C9, telephone number +1 (604) 687-2038. These documents and additional information are also available via the Internet at SEDAR+ www.sedarplus.ca.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

Recommendation of the Board

The Board unanimously recommends that Shareholders vote in favour of all resolutions.

ELECTION OF DIRECTORS

The Board currently consists of four (4) directors. Management proposes to fix the number of directors of the Company at five (5) and to nominate the persons listed below for election as directors.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Articles of the Company, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Common Shares represented by proxy for the election of any other person or persons as directors.

The following table sets out the names of the management nominees; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares of the Company which each beneficially owns or over which control or direction is exercised:

Nominee Position with the Company and Province/State and Country of Residence	Principal Business or Occupation ⁽¹⁾	Director of the Company Since	Committee Membership	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽²⁾
Desmond Balakrishnan Vancouver, BC Canada <i>Director</i>	See "Details of Directors Not Previously Elected by a Shareholder Vote" below.	N/A	N/A	35,743
Mathew Goldsmith Southport, Connecticut USA <i>Chairman & Director</i>	See "Details of Directors Not Previously Elected by a Shareholder Vote" below.	N/A	Audit Committee Chair	7,724,181
Joseph Iita Windhoek, Namibia <i>Director</i>	See "Details of Directors Not Previously Elected by a Shareholder Vote" below.	N/A	N/A	Nil
Simon Akit Toronto, ON Canada <i>Director</i>	See "Details of Directors Not Previously Elected by a Shareholder Vote" below.	N/A	Audit Committee Member	904,503
Chris Cooper Vancouver, BC Canada <i>Director</i>	See "Details of Directors Not Previously Elected by a Shareholder Vote" below.	N/A	Audit Committee Member	Nil

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years unless otherwise indicated.
- (2) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by Endeavor Trust Corporation, the registrar and transfer agent of the Company, insider reports filed on SEDI and by the nominees themselves.

DETAILS OF DIRECTORS NOT PREVIOUSLY ELECTED BY A SHAREHOLDER VOTE

Desmond Balakrishnan

Desmond Balakrishnan is a partner at McMillan LLP and is an experienced capital markets and securities lawyer with extensive experience advising clients in the natural resources, gaming, entertainment, hospitality, and food, beverage and agribusiness sectors. With a broad scope of expertise, Mr. Balakrishnan advises on private equity investments, public offerings, mergers and acquisitions, and listed company maintenance. He also serves as a

director and/or officer of several natural resource, finance and gaming firms. He holds CLA and BA from Simon Fraser University and a Bachelor of Laws (with Distinction) from the University of Alberta.

Simon Akit

Mr. Akit has over 18 years of experience in Canadian and US capital markets coupled with 5 years of resource industry experience. Most recently, Mr. Akit spent over 12 years with Canaccord Genuity as Managing Director where he held a variety of roles including Global Head of Energy Sales. His deep experience in institutional equities includes past roles at BMO Capital Markets (New York), Raymond James and UBS. Currently he is a member of the Board of Directors of a public company and a private company.

Prior to his capital markets career, Simon spent 5 years as a petroleum engineer with EnCana Corp. (Ovintiv Inc). While at Encana, he held a variety of technical roles including Drilling and Completions engineer as well as the role of drilling foreman in Alberta, British Colombia, Saskatchewan, and Newfoundland.

Mr. Akit holds a degree in Mechanical Engineering from McGill University and a Masters of Business Administration from the Rotman School of Management at the University of Toronto. He is a Professional Engineer (APEGA) in Alberta.

Mathew Goldsmith

Mr. Goldsmith is a Partner at P5 Infrastructure in New York, an investor and operator of port and transportation businesses, a role he has held since 2016. Before joining P5 Infrastructure, Mr. Goldsmith was the founder of M2 Advisors and previously served as a Managing Director at BMO, where he focused on energy, mining, and infrastructure.

Joseph Iita

Mr. Iita has been a Director of De Beers SA, Namdeb Diamond Corp., Namibian Broadcasting Corp., Namibia Power Corp., and Namibian Development Corp.

Mr. Iita was Deputy Chairman of Namdeb Pty Ltd, the main company, and Chairman of Namdeb Properties Pty Ltd., Director of Windhoek Maschinen Fabrik and Telecom Namibia Ltd. as well as Permanent Secretary for the Ministry of Mines and Energy Namibia. He holds a Bachelor of Engineering degree in Communications (Electronic) Engineering and a Master's degree in Public Policy and Administration.

Chris Cooper

Mr. Cooper has over 27 years of experience in management and finance in the oil and gas, telecommunications and technology industries. Mr. Cooper has successfully raised over \$130 million dollars primarily through brokered and non-brokered equity issues as well as debt financing. He has sat on the board of directors and audit committee of many public Companies in several different industry sectors and has a broad comprehensive knowledge of financial reports.

Mr. Cooper currently serves as the President & CEO / Founder of First Towers & Fiber Corp., a telecommunications infrastructure company with operations in Latin America.

Mr. Cooper sat on the board of directors of Counterpath Corp., a Nasdaq listed company which was taken over by Alianza, Inc. in March 2021 for USD\$25.6 million. Most recently he was a member of the board of Directors of Alpha Lithium Corporation which was taken over by Tecpetrol in October 2023 for \$1.48 per share.

Mr. Cooper has sat on the board of directors and been a member of the audit committee of many public companies in several different industry sectors and has a broad comprehensive knowledge of financial analysis and reporting.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) the CEO;
- (b) the CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Named Executive Officer and Director Compensation

The following table summarizes the compensation paid to the directors and NEO’s of Stamper for the last two completed financial years:

Table of Compensation (excluding compensation securities)							
Name and position	Year Ended June 30	Consulting or retainer fees (\$)	Bonus fees (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Bryson Goodwin ⁽¹⁾ Director, Former CEO & President	2025	105,000	Nil	Nil	Nil	Nil	105,000
	2024	90,000	Nil	Nil	Nil	Nil	90,000

Peter Nguyen ⁽²⁾ CFO & Corporate Secretary	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Saman Eskandari ⁽³⁾ Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
James McCrea ⁽⁴⁾ Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Quinn Field-Dyte ⁽⁵⁾ Director	2025	12,000	Nil	Nil	Nil	Nil	12,000
	2024	5,000	Nil	Nil	Nil	Nil	5,000
Grayson Andersen ⁽⁶⁾ CEO	2025	N/A	N/A	N/A	N/A	N/A	N/A
	2024	N/A	N/A	N/A	N/A	N/A	N/A
Sheri Rempel ⁽⁷⁾ Former CFO & Corporate Secretary	2025	N/A	N/A	N/A	N/A	N/A	N/A
	2024	27,788	Nil	Nil	Nil	Nil	27,788

Notes:

- (1) Mr. Goodwin was appointed as a director of the Company on January 14, 2019, and as the President and Chief Executive Officer of the Company on September 11, 2019. Mr. Goodwin resigned his position as CEO on September 10, 2025.
- (2) Mr. Nguyen was appointed as CFO and Corporate Secretary of the Company May 31, 2024.
- (3) Mr. Eskandari was appointed as a director of the Company on March 21, 2019.
- (4) Mr. McCrea was appointed as a director of the Company on February 25, 2021.
- (5) Mr. Field-Dyte was appointed as a director of the Company on February 5, 2024.
- (6) Mr. Andersen was appointed CEO of the Company on September 10, 2025.
- (7) Ms. Rempel was appointed CFO and Corporate Secretary on March 1, 2023 and resigned her positions on May 31, 2024.

Other than as set forth in the foregoing table, the named executive officers and directors have not received, during the most recently completed financial year, compensation pursuant to any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments, any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors, or any arrangement for the compensation of directors for services as consultants or experts.

Stock Options and Other Compensation Securities

The following table sets forth information concerning all compensation securities of the Company granted or issued during the financial year ended June 30, 2025 and 2024, to each of the NEOs and directors of the Company.

Compensation Securities							
Name and position	Type of Compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Bryson Goodwin Director, Former CEO & President	Stock Options	125,000 = 0.72%	July 17, 2023	\$0.10	\$0.10	\$0.07	July 17, 2028
		125,000 = 0.72%	January 24, 2024	\$0.10	\$0.09	\$0.07	January 24, 2029
James McCrea Director	Stock Options	125,000 = 0.72%	July 17, 2023	\$0.10	\$0.10	\$0.07	July 17, 2028
		125,000 = 0.72%	January 24, 2024	\$0.10	\$0.09	\$0.07	January 24, 2029
Barry Hartley ⁽¹⁾ Director	Stock Options	250,000 = 0.72% ⁽¹⁾	July 17, 2023	\$0.10	\$0.10	\$0.07	July 17, 2028
Saman Eskandari Director	Stock Options	250,000 = 1.44%	January 24, 2024	\$0.10	\$0.09	\$0.07	January 24, 2029

(1) The 250,000 granted to Mr. Hartley on July 17, 2023 expired on February 5, 2024, which is the date of Mr. Hartley's resignation.

Stock Option Plans and Other Incentive Plans

Stock Option Plan

On April 1, 2021, the Board approved the adoption of the Company's 10% rolling Stock Option Plan (the "**Plan**") which was further approved and ratified by the shareholders at Shareholder's meeting held on December 4, 2024.

Pursuant to the policies of the TSX Venture Exchange, the Plan needs to be approved by the shareholders of the Company every year.

The Plan is a rolling plan, and a maximum of 10% of the issued and outstanding Shares of the Company at the time an option is granted, less Shares reserved for issuance on exercise of options then outstanding under the Plan or any other share compensation plans, are reserved for options to be granted at the discretion of the Board to eligible optionees (an "**Optionee**").

The Board is of the view that the Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in compensation with other companies in the industry. The purpose of the Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Shares of the Company. The Plan is administered by the Board.

Eligible Optionees

To be eligible to receive a grant of options under the Plan, regulatory authorities require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. Optionees that are not individuals will be required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to

indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the TSX Venture Exchange and the Company is obtained.

Restrictions

The Plan is subject to the following restrictions:

- (a) unless Disinterested Shareholder Approval is obtained, the maximum aggregate number of Common Shares that may be issuable to any one Participant (and where permitted pursuant to the policies of the TSX Venture, any company that is wholly-owned by the Participant) pursuant to all Security Based Compensation of the Company granted or issued within any twelve (12) month period may not exceed 5% of the Outstanding Shares calculated on the date of grant of any Security Based Compensation;
- (b) unless Disinterested Shareholder Approval is obtained, the maximum aggregate number of Common Shares that may be issuable to Insiders of the Company (as a group) pursuant to all Security Based Compensation of the Company granted or issued within any twelve (12) month period may not exceed 10% of the Outstanding Shares calculated on the date of grant of any Security Based Compensation;
- (c) unless Disinterested Shareholder Approval is obtained, the maximum aggregate number of Common Shares that may be issuable to Insiders of the Company (as a group) pursuant to all Security Based Compensation of the Company may not exceed 10% of the Outstanding Shares at any point in time;
- (d) the maximum aggregate number of Common Shares that may be issuable to any Consultant of the Company pursuant to all Security Based Compensation of the Company granted or issued within any twelve (12) month period may not exceed 2% of the Outstanding Shares calculated on the date of grant of any Security Based Compensation;
- (e) the maximum aggregate number of Common Shares that may be issuable to all Investor Relations Services Providers pursuant to Options granted or issued within any twelve (12) month period may not exceed 2% of the Outstanding Shares calculated on the date of grant of any Options and Investor Relations Services Providers may not receive any Security Based Compensation other than Options;
- (f) The exercise price of an option previously granted to an Insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so; and
- (g) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

Material Terms of the Plan

- (a) persons who are Service Providers to the Company or any of its subsidiaries, or who are providing services to the Company or any of its subsidiaries, are eligible to receive grants of options under the Plan;
- (b) all options granted under the Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout Period (as defined in the Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), the term shall be automatically extended without any further act or formality to that day which is the tenth (10th) Business Day after the end of the Blackout Period;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider (as defined in the Plan), entitled to receive Options pursuant to applicable regulatory policies;
- (d) an Option granted to (i) directors or officers will expire 90 days and (ii) to all others including, but not limited to, employees and consultants, will expire 30 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services

to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;

- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);
- (h) vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Plan, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to (a) the Service Provider remaining employed by or continuing to provide services to the Company or any of its subsidiaries as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its subsidiaries during the vesting period; or (b) the Service Provider remaining as a Director of the Company or any of its subsidiaries during the vesting period;
- (i) Options granted to any persons conducting Investor Relations Activities will vest (a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or (b) such longer vesting period as the Board may determine. No acceleration to the vesting schedule of one or more Options granted to an Investor Relations Service Provider can be made without the prior written acceptance of the TSX Venture;
- (j) in the event of a take-over bid being made to the Shareholders generally, immediately upon receipt of the notice of the take-over bid, the Company shall notify each Optionee currently holding any Options, of the full particulars of the take-over bid, and all outstanding options may, notwithstanding the vesting terms contained in the Plan or any vesting requirements subject to Regulatory Approval;
- (k) subject to the requirements of the TSX Venture Policies and the prior receipt of any necessary Regulatory Approval, including shareholder approval, where applicable, the Board may in its absolute discretion, may make amendments to the Plan which are of a typographical, grammatical or clerical nature only; and
- (l) the Board may, without shareholder approval amend the Plan to correct typographical, grammatical or clerical errors.

Restricted Share Unit Plan

On December 12, 2023, the Board approved the adoption of the Company's Restricted Share Unit Plan (the "**RSU Plan**") which was ratified and approved by Shareholder on December 4, 2024.

Pursuant to the policies of the TSX Venture Exchange, the RSU Plan needs to be approved by the shareholders of the Company every year.

The purpose of the RSU Plan is to allow for certain discretionary bonuses and similar awards as an incentive and reward for selected participants related to the achievement of long-term financial and strategic objectives of the Company and the resulting increases in shareholder value. The RSU Plan is intended to promote a greater alignment of interests between the shareholders of the Company and the selected participants by providing an opportunity to participate in increases in the value of the Company.

No RSUs issued pursuant to the RSU Plan may vest before the date that is one year following the date it is granted or issued, however the vesting will be accelerated for a Participant who dies or who ceases to be an eligible

Participant under the RSU Plan in connection with a change of control, take-over bid, RTO or other similar transaction.

When determining the number of RSUs to be granted to a director, officer or other consultant or employee, the Board will take into account the duties and seniority of the Eligible Person, the performance of and contributions to the success of the Company.

Under the terms of the RSU Plan, the Board may grant RSUs to eligible participants. Each RSU represents the right to receive one common share for no additional consideration upon vesting of an RSU in accordance with the terms of the RSU Plan.

A director, officer, employee or consultant of the Company who has been designated by the Company for participation in the RSU Plan and who agrees to participate in the RSU Plan is an eligible participant to receive RSUs under the RSU Plan. Participation in the RSU Plan is voluntary and, if an eligible participant agrees to participate, the grant of Units will be evidenced by an agreement between the Company and the participant (an **"Agreement"**).

The number of Shares issuable under the Plan combined with the number of Shares issuable under all security-based compensation arrangements of the Company, including stock option plan(s), shall not exceed 10% of the issued and outstanding Shares as at the Grant Date and, subject to a consolidation or subdivision of the Common Shares.

Unless Disinterested Shareholder Approval is obtained, the RSU Plan, is subject to the following limitations:

- (i) the maximum number of Shares which may be reserved for issuance to Insiders (as a group) under the RSU Plan, together with all security-based compensation plans, may not exceed 10% of the issued Shares at any time;
- (ii) the maximum number of RSUs that may be granted to Insiders (as a group) under the RSU Plan, together with all security-based compensation plans, within a 12-month period, may not exceed 10% of the issued Shares calculated on the grant date;
- (iii) the maximum number of RSUs that may be granted to any one Eligible Person under the RSU Plan, together with all security-based compensation plans, may not exceed 5% of the issued Shares calculated on the grant date;
- (iv) the maximum number of shares issuable pursuant to all Securities based Compensation Plans that may be granted to any one Eligible Person performing investor relation activities in any 12-month period must not exceed 2% of the issued Shares, calculated on the date of grant or issuance; and
- (v) no Restricted Share Units may be granted to persons performing investor relations activities.

Unless the board of directors of the Company determines otherwise, if an RSU Participant ceases to be an eligible participant under the RSU Plan due to termination with cause or voluntary termination by the RSU participant, all unvested RSUs previously credited to the participant's account and all rights in respect thereof will be automatically cancelled, without further act or formality and without compensation, immediately in the event of a termination arising from the termination of employment or removal from service by the Company or a related entity for cause, retirement of the recipient or the voluntary resignation by the recipient.

If an RSU Participant ceases to be an eligible participant under the RSU Plan due to termination without cause, death, total or permanent long-term disability or retirement, any unvested or vested RSUs must expire within a reasonable period (not to exceed 12 months) following the date on which the participant ceases to be an eligible participant under the plan. Acceleration of vesting is only permitted in connection with Participant's death or where Participant ceases to be an eligible Participant in connection with a change of control, take-over bid, RTO or other similar transaction. The maximum period that there will be an entitlement to make a claim after the death of a participant will be no greater than 12 months following the death of the participant.

RSUs and all other rights, benefits or interests in the RSU Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a recipient

dies the legal representatives of the recipient will be entitled to receive the amount of any payment otherwise payable to the recipient hereunder in accordance with the provisions hereof.

If a cash dividend is paid on the Shares of the Company, a recipient's account will be credited with the number and type of RSUs (including fractional RSUs, computed to three digits) calculated by:

- (a) multiplying the amount of the dividend per Share by the aggregate number of RSUs that were credited to the eligible person's account as of the record date for payment of the dividend;
- (b) dividing the amount obtained in §2.8(a) of the RSU Plan by the Fair Market Value (defined in the RSU Plan) on the date on which the dividend is paid; and
- (c) any additional RSUs in lieu of dividends issued pursuant to this entitlement will be factored into the limits on grants to individuals and group as set out in sections 1.8 and 1.9 of the RSU Plan. The Company will settle these entitlements with cash where it does not have sufficient shares available to satisfy the obligation in shares, or where the issuance of shares would result in breaching a limit on grants or issuances contained in the RSU Plan.

RSUs are not considered to be Shares or securities of the Company, and an RSU Recipient who is issued RSUs will not, as such, be entitled to receive notice of or to attend any shareholders' meeting of the Company, nor entitled to exercise voting rights or any other rights attaching to the ownership of Shares or other securities of the Company, and will not be considered the owner of Shares by virtue of such issuance of RSUs.

The RSU Plan is an unfunded plan, including for tax purposes and for purposes of the Employee Retirement Income Security Act (United States). Any recipient to which RSUs are credited to his or her account or holding RSUs or related accruals under the RSU Plan will have the status of a general unsecured creditor of the Company with respect to any relevant rights that may arise thereunder.

Employment, Consulting, Management and Service Agreements

Other than as disclosed below, management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company.

The Company entered into a services agreement (the "**Service Agreement**") with De Novo Accounting Corp. d/b/a De Novo Group of Suite 1890, 1075 West Georgia Street, Vancouver, BC, V6E 3C9, on May 1, 2024, to provide certain corporate and administrative services to the Company in accordance with the terms of the Service Agreement for a monthly fee of \$4,000 plus applicable taxes, service fees and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Service Agreement was for an initial term of 12 months, to be automatically renewed for a further three (3) month term, and shall successfully renew for a further twelve (12) month term, unless De Novo Group or Stamper provides the other party thirty (90) day notice of non-renewal, in which case it shall terminate. The Service Agreement can also be terminated by the Company for cause without prior notice or upon the mutual consent in writing of both parties. Peter Nguyen, the Company's Chief Financial Officer is also a shareholder of De Novo Accounting Corp.

Oversight and Description of Named Executive Officer and Director Compensation

The Board is responsible for determining, by way of discussions at board meetings, the compensation to be paid to the executive officers of the Company. The Company at this time does not have a formal compensation program with specific performance goals; however, the performance of each executive is considered along with Stamper's ability to pay compensation and its results of operation for the period. The Company does not use a peer group to determine compensation. The Company presently has two name executive officers (NEO's), Grayson Andersen and Peter Nguyen. Mr. Andersen has served as Chief Executive Officer of the Company since September 10, 2025 and Mr. Nguyen has served as the Chief Financial Officer and Corporate Secretary since May 31, 2024.

The Company's executive compensation is currently comprised of a base consulting fee. Base fees are intended to provide current compensation and a short-term incentive for the NEO to meet the Company's goals, as well as

to remain competitive with the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the NEO.

Compensation is designed to achieve the following key objectives:

- (a) to support our overall business strategy and objectives;
- (b) to provide market competitive compensation that is substantially performance-based;
- (c) to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees; and
- (d) to align executive compensation with corporate performance and therefore Shareholders' interests.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or at any time during the two most recently completed financial years was, a director or executive officer of the Company, a proposed nominee for election as a director of the Company, or an associate of any of the foregoing individuals, has been indebted to the Company at any time since the commencement of the Company's most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An "**informed person**" means: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares of the Company or who exercises control or direction of Common Shares of the Company, or a combination of both carrying more than ten percent of the voting rights attached to the outstanding Common Shares of the Company (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Common Shares of the Company where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

Since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 Audit Committees of the CSA ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (the "**Audit Committee**") and its relationship with its independent auditors, as set forth in the following.

Audit Committee Charter

The Company has adopted an audit committee charter (the "**Charter**") of the Audit Committee of the Board which is attached as Schedule "A" to this Circular.

Composition of the Audit Committee

As of the date of this Circular, the following are the members of the Audit Committee:

Audit Committee Members		
Mathew Goldsmith	Not Independent	Financially literate
Simon Akit	Independent	Financially literate

Audit Committee Members		
Chris Cooper	Independent	Financially literate

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each member that is relevant to the performance of his responsibilities as a member of the Audit Committee is as follows:

Mathew Goldsmith was the founder of M2 Advisors and previously served as a Managing Director at BMO, where he focused on energy, mining, and infrastructure.

Simon Akit spent over 12 years with Canaccord Genuity as Managing Director where he held a variety of roles including Global Head of Energy Sales. His deep experience in institutional equities includes past roles at BMO Capital Markets (New York), Raymond James and UBS. Currently he is a member of the Board of Directors of a public company and a private company.

Chris Cooper has over 27 years of experience in management and finance in the oil and gas, telecommunications and technology industries. Mr. Cooper has successfully raised over \$130 million dollars primarily through brokered and non-brokered equity issues as well as debt financing. He has sat on the board of directors and audit committee of many public Companies in several different industry sectors and has a broad comprehensive knowledge of financial reports.

Audit Committee Oversight

Since the commencement of Stamper's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Charter.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in sections 2.4 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Exemption in Section 6.1 of NI 52-110

Stamper is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

External Auditor Service Fees

In the following table, "audit fees" are fees billed by Stamper's external auditor for services provided in auditing Stamper's annual financial statements for the subject year. "Audit-Related Fees" are fees not included in audit fees that are billed by the Auditor for assurance and related services that are reasonably related to the performance of the audit review of Stamper's financial statements. "Tax Fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the Auditor for products and services not included in the forgoing categories.

The aggregate fees billed by the Auditor in the last two fiscal years, by category, are as set out in the table below.

Financial Year Ended June 30	Audit Fees (\$)⁽¹⁾	Audit-Related Fees (\$)⁽²⁾	Tax Fees (\$)⁽³⁾	All Other Fees (\$)⁽⁴⁾
2025	15,689	Nil	2,200	Nil
2024	11,640	Nil	759	Nil

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

CORPORATE GOVERNANCE

National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**") requires issuers to disclose the corporate governance practices that they have adopted according to guidance provided pursuant to National Policy 58-201 Corporate Governance Guidelines ("**NP 58-201**").

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the "**CSA**") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by reporting issuers of their corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The independent members of the Board of Directors of the Company are Desmond Balakrishnan, Simon Akit, Joseph Iita and Chris Cooper. Mathew Goldsmith is considered to be a non-independent director of the Company as he serves as the Chairman of the Company. The Board facilitates its independent supervision over management by choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are, however, able to meet at any time without any the non-independent directors being present. Further supervision is performed through the Audit Committee who may meet with the Company's auditors without management being in attendance.

Directorships

The current directors of Stamper and each of the individuals to be nominated for election as a director of Stamper at the Meeting may serve as a director or officer of one or more other reporting issuers as at the date of this Notice of Meeting and Circular. However, our directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our promoters, directors, officers or other members of management as a result of their outside business interests

except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

The participation of the directors in other reporting issuers as at the date of this Information Circular is as follows:

Name of Director	Names of Other Reporting Issuer(s) of which the Director is a Director
Desmond Balakrishnan	Planet Ventures Inc. Ynvisible Interactive Inc. Contagious Gaming Inc. Savannah Minerals Corp. Coloured Ties Capital Inc. Solution Financial Inc. Eat Well Investment Group Inc. Northern Dynasty Minerals Ltd. Strategem Capital Corporation Dominus Acquisitions Corp.
Chris Cooper	Xcite Resources Inc. Aroway Energy Inc. Leocor Mining Inc. Beta Energy Corp. SuperQ Quantum Computing Inc. Manning Ventures Inc. Reparo Energy Partners Corp. GoldHaven Resources Corp. Planet Ventures Inc. Starlo Ventures Ltd. American Salars Lithium Inc. Sweet Earth Holdings Corporation Coloured Ties Capital Inc. Lithium One Metals Inc. Savannah Minerals Corp. NAVCO Pharmaceuticals Inc.

Compensation Committee

The Board periodically reviews the compensation paid to directors, management and other employees based on such factors as time commitment and level of responsibility, comparative fees paid by other companies in the industry in North America and the Company's current position as an exploration company with limited operating revenue.

The Board does not have a compensation committee, and these functions are currently performed by the Board as a whole. However, this policy may be reviewed in the future depending on the circumstances of the Company.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's operations and on director responsibilities.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussions with all Board members.

The Board does not provide any continuing education but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills as required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law of Canada and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation of Directors

The Board is not compensated for acting as directors, except for being granted incentive stock options pursuant to the policies of the TSX Venture Exchange and the Plan. The Board acts as a whole to determine and approve the final stock grants and compensation amounts.

Other Board Committees

The Company has no other board committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

The Audit Committee provides an open avenue of communication between management, the Company's independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company's independent auditors.

The Audit Committee also performs any other activities consistent with the Audit Committee Charter, the Company's Articles and governing laws as the Audit Committee or Board deems necessary or appropriate. See "*Audit Committee Disclosure*".

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

APPOINTMENT OF AUDITOR

Shareholders are being asked to approve an ordinary resolution appointing Adam Sung Kim Ltd., Chartered Professional Accountant, as auditor of the Company to hold office until the close of the next annual general meeting of the shareholders, at a remuneration to be fixed by the board of directors. In order to be effective, the ordinary resolution requires the approval of the majority of the votes cast at the Meeting in respect of the resolution. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the appointment of Adam Sung Kim Ltd. as auditors of the Company and to authorize the board of directors to fix their remuneration.**

PARTICULARS OF MATTERS TO BE ACTED UPON

APPROVAL OF STOCK OPTION PLAN

Under the policies of the TSX Venture Exchange, the Plan must be approved by the Shareholders at each annual general meeting of the Company. The Plan is summarized above under the heading *Stock Option Plans and Other Incentive Plans* and a full copy of the Plan is attached hereto as Schedule "B".

The Shareholders are being asked to approve an ordinary resolution ratifying and approving the Plan.

"IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Subject to any necessary regulatory approval, the Plan, substantially in the form attached as Schedule "B" and as described in the Information Circular of the Company for its 2025 Annual General Meeting, be ratified, confirmed and approved; and
2. Any officer or director of the Company is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing."

The Board recommends that the Shareholders approve the Plan by voting IN FAVOUR of this resolution at the Meeting.

In absence of contrary instructions, the persons named in the accompanying form of proxy intend to vote IN FAVOUR of the ordinary resolution ratifying and approving the Plan.

APPROVAL OF RESTRICTED SHARE UNIT PLAN

Under the policies of the TSX Venture Exchange, the RSU Plan must be approved by the Shareholders at each annual general meeting of the Company. The RSU Plan is summarized above under the heading *Stock Option Plans and Other Incentive Plans* and a full copy of the RSU Plan is attached hereto as Schedule "C".

The Shareholders are being asked to approve an ordinary resolution ratifying and approving the RSU Plan.

"IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Subject to any necessary regulatory approval, the RSU Plan, substantially in the form attached as Schedule "C" and as described in the Information Circular of the Company for its 2025 Annual General Meeting, be ratified, confirmed and approved; and
2. Any officer or director of the Company is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing."

The Board recommends that the Shareholders approve the RSU Plan by voting IN FAVOUR of this resolution at the Meeting.

In absence of contrary instructions, the persons named in the accompanying form of proxy intend to vote IN FAVOUR of the ordinary resolution ratifying and approving the RSU Plan.

Other Matters

As of the date of this Information Circular, management knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

Additional Information

Additional information relating to the Company is available through the Company's profile on the SEDAR+ website at www.sedarplus.ca. Shareholders may contact the Company at (604) 687-2038 to request copies of the Company's financial statements and MD&A.

Financial information on the Company is provided in the Company's audited and comparative financial statements and management discussion and analysis for the most recently completed financial year ended June 30, 2025, which are filed on the SEDAR+ website at www.sedarplus.ca.

APPROVAL AND CERTIFICATION

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

Where information contained in this Information Circular rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

DATED at Vancouver, British Columbia, this 29th day of September, 2025.

BY ORDER OF THE BOARD

"Grayson M. Andersen"

Grayson M. Andersen
Chief Executive Officer