

# Stamper Oil & Gas Corp. Announces Definitive Agreement To Acquire BISP Exploration Inc.

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## Highlights

- Creation of a new offshore Namibian focused oil and gas exploration company
- Five blocks with exposure to three of the four major exploration basins offshore Namibia
- Company leadership has extensive oil and gas experience in Namibia

[Stamper Oil & Gas Corp.](#) ("Stamper" or the "Company") (TSXV: STMP) is pleased to announce it has entered into an acquisition agreement dated May 12, 2025 (the "Definitive Agreement") among the Company, a wholly owned subsidiary of the Company ("Subco"), and BISP Exploration Inc. ("BISP") pursuant to which the Company will acquire all of the issued and outstanding common shares of BISP (the "Transaction"). BISP is a British Columbia corporation which has an agreement to acquire certain offshore oil and gas blocks in the Republic of Namibia (as further described below). The Transaction constitutes a Reviewable (Fundamental) acquisition as defined by Policy 5.4 of the TSX Venture Exchange (the "Exchange").

In accordance with the terms and conditions of the Definitive Agreement, the Transaction will be completed by way of a three-cornered amalgamation, whereby, among other things: (i) Subco will amalgamate with BISP to form an amalgamated company ("Amalco"); (ii) holders of common shares in the capital of BISP (each, an "BISP Share"), including BISP Shares issued on conversion of Subscription Receipts will receive one Post-Split (as defined herein) common share in the capital of the Company (each a "Company Share") for each BISP Share held and the BISP Shares will be cancelled; (iii); holders of share purchase warrants to acquire BISP Shares ("BISP Warrants") and BISP Finders Warrants will be issued warrants to purchase Company Shares in exchange and replacement for, and on an equivalent basis, such BISP Warrants and BISP Finders Warrants, which will thereby be cancelled; and (iv) Amalco will become a wholly-owned subsidiary of the Company.

In connection with the Transaction, the Company will subdivide the Company Shares on the basis of 3.8 post-split Company Shares for each one pre-split Company Share (the "Split"). All Company Shares issued in connection with the Transaction will be on a post-Split basis.

In consideration for the Transaction, and on closing thereof, the Company shall assume all outstanding debt and contractual obligations of BISP. Specifically, the Company will assume approximately US \$520,000 and CAD \$907,000 in outstanding debt and payable obligations of BISP. As described above, BISP is party to a share purchase agreement, as amended, whereby it shall acquire an indirect interest in certain Namibian oil and gas assets (the "BISP Share Purchase Agreement"). In connection with the Transaction, Stamper shall assume and perform BISP's contractual obligations under the BISP Share Purchase Agreement. Pursuant to the BISP Share Purchase Agreement, BISP shall acquire an indirect interest in five Namibian oil and gas blocks (the "Namibian Blocks") in consideration for aggregate cash payments of US \$8,300,000 and the issuance of 5,000,000 Company Shares on a post-Split basis.

The five Namibian Blocks are located in three of the four major basins offshore Namibia including the prolific Orange basin, the emerging Walvis basin and in the Luderitz basin. Block 2712A in the Orange basin is located northwest of prolific oil and gas discoveries made by Rhino Resources, Galp Energia and TotalEnergies. Blocks 2213, 2011B, and 2111A are located in the emerging Walvis basin where Chevron is planning to drill a well in 2026 or 2027. Additionally, the Company has Block 2614B located in the southern portion of the Luderitz basin, north of the Kudu Gas Field, where drilling is expected to commence later in 2025. The below map outlines the approximate locations of the Namibian Blocks:

In connection with the Transaction, the Company has commissioned a report on the Namibian Blocks in accordance with National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

BISP and the counterparties to the BISP Share Purchase Agreement are all arm's length parties to Stamper. A finder's fee is anticipated to be paid by Stamper in connection with the Transaction to Commodity Partners Inc. in the maximum allowable amount under Exchange policies. Trading in the Company Shares has been halted, and will remain halted, pending review and approval of the Transaction by the Exchange.

Completion of the Transaction is subject to a number of conditions, including but not limited to, diligence investigations by the respective parties, approval of the respective boards of directors, completion of the Offering (as defined herein) and regulatory approvals, including approval by the Exchange. There can be no assurance that the Transaction will be completed as proposed or at all.

The Company intends to complete a private placement offering in connection with the Transaction (the "Offering"). Further details regarding the terms and conditions of the Offering will be provided once determined.

#### Chief Executive Officer

Following closing of the Transaction, it is anticipated that the Company's CEO, Bryson Goodwin, will resign and Grayson Andersen, CEO of BISP, shall be appointed as the Company's CEO.

Mr. Andersen has over 25 years of global oil and gas and capital markets experience having worked in Canada, the United Kingdom, South America and Africa. Grayson was most recently with ReconAfrica (TSXV: RECO), whose principal operations were onshore Namibia. Prior to ReconAfrica, Grayson worked in South America for Frontera Energy (TSX: FEC) and GeoPark Limited (NYSE: GPRK). Grayson also spent five years at [Canadian Natural Resources Ltd.](#) (TSX/NYSE: CNQ).

Mr. Andersen is a CPA-Chartered Accountant having started his career in the assurance practice of KPMG in Calgary, Alberta, Canada and graduated from Memorial University of Newfoundland with a Bachelor of Commerce degree.

#### About Stamper Oil & Gas

Stamper Oil & Gas Corp. (TSXV: STMP) is an "Energy Commodity Focused" resource company, seeking to acquire interests in mineral and/or oil & gas resource properties focused on energy creation, storage or delivery. The Company is committed to creating sustainable shareholder value by evaluating and developing future prospects into commercially viable assets.

#### ON BEHALF OF THE BOARD OF DIRECTORS

"Bryson Goodwin"

Bryson Goodwin, President & CEO  
Chairman of Board of Directors

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

#### Forward-Looking Statements

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the

Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Forward looking statements in this news release include the closing of the Transaction as anticipated, or at all, and the receipt of regulatory approvals in connection therewith. Factors that could cause the actual results to differ materially from those in forward-looking statements include the receipt of regulatory approvals, market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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SOURCE Stamper Oil & Gas Corp.

For further information, please contact:

Phone: 604-341-1531, Email: brysongoodwin@shaw.ca

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