

Stamper Oil & Gas Announces Proposed Brokered Private Placement Of Subscription Receipts Of BISP Exploration Inc.

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[Stamper Oil & Gas Corp.](#) ("Stamper" or the "Company") (TSXV: STMP) is pleased to announce that further to the Company's press release dated May 14, 2025 announcing the entering into of an acquisition agreement dated May 12, 2025 with BISP Exploration Inc. ("BISP") pursuant to which the Company will acquire all of the issued and outstanding common shares of BISP (the "Transaction"), BISP will undertake a "best efforts" brokered private placement of subscription receipts (the "Financing").

In connection with the Transaction, BISP has engaged Venum Financial Corp. (the "Lead Agent") to act as lead agent and sole bookrunner (on its own behalf and on behalf of a syndicate of agents which may be formed, and collectively with the Lead Agent, the "Agents") in connection with the Financing of up to 80,000,000 subscription receipts (the "Subscription Receipts") at a price of \$0.20 per Subscription Receipt (the "Offering Price") to raise gross proceeds of up to \$16 million (the "Escrowed Funds"), which will be held in escrow by Endeavor Trust Corporation (the "Subscription Receipt Agent"). BISP has granted to the Agents an over-allotment option, exercisable at any time prior to the Closing Date (as defined below), to offer up to an additional 15% of the Subscription Receipts at the Offering Price. The Subscription Receipts will be issued pursuant to a subscription receipt agreement (the "Subscription Receipt Agreement") to be entered into among BISP, the Lead Agent, and the Subscription Receipt Agent. Upon satisfaction of the escrow release conditions, which will be further outlined in the Subscription Receipt Agreement and include, but not limited to, satisfaction of all conditions precedent of the Transaction, each Subscription Receipt will entitle the holder thereof, without payment of any additional consideration and without further action on the part of the holder thereof, to one unit of BISP (a "BISP Unit"), and the Escrowed Funds, together with any interest earned thereon, will be released to BISP. If the escrow release conditions are not satisfied or waived within six (6) months of the Closing Date, the Subscription Receipts will be cancelled, and the Escrowed Funds, together with any interest earned thereon, will be returned by the Subscription Receipt Agent to subscribers on a pro rata basis.

Each BISP Unit will consist of one common share in the capital of BISP (a "BISP Share") and one-half (0.5) of one (1) common share purchase warrant of BISP (each whole warrant, a "BISP Warrant"). The BISP Shares and the BISP Warrants will then be exchanged for common shares of Stamper (on a post-Split (as defined herein) basis) (the "Resulting Issuer Shares") and common share purchase warrants of Stamper (on a post-Split basis) (the "Resulting Issuer Warrants"), respectively, on a one-for-one basis. Each whole Resulting Issuer Warrant will be exercisable to purchase one post-Split Resulting Issuer Share at an exercise price of \$0.35 for a period of 36 months from the closing date of Financing (the "Closing Date"). In connection with the Transaction, Stamper will subdivide the common shares in the capital of Stamper (the "Stamper Shares") on the basis of 3.8 post-split Stamper Shares for each one (1) pre-split Stamper Share (the "Split"). All Stamper Shares issued in connection with the Transaction will be on a post-Split basis.

BISP will pay the Agents a cash commission equal to 7.0% of the gross proceeds of the Financing which shall be reduced to 2.0% with respect to any subscriptions received from subscribers on the president's list provided by BISP, such president's list to be a minimum of \$10,000,000 and up to a maximum of \$12,000,000 in the aggregate (the "President's List"), and issue broker warrants (the "Broker Warrants") exercisable to acquire that number of BISP Units equal to 7.0% of the number of Subscription Receipts sold under the Financing, which shall be reduced to 2.0% with respect to any subscriptions from subscribers on the President's List. Such Broker Warrants shall be exercisable at a price of \$0.20 per BISP Unit, for a period of 36 months from the Closing Date. BISP will pay to the Agents, on the completion of the Financing, the cash commission and issue the Broker Warrants to the Agents. Provided the escrow release conditions are satisfied, pursuant to the Transaction, each Broker Warrant will be exchanged for one broker warrant of the Resulting Issuer, which shall entitle the holder thereof to subscribe for post-Split Resulting Issuer units on the same terms as the BISP Units. BISP will also reimburse the Agents for all reasonable expenses and fees incurred with respect to the Financing. BISP will have the right to include on the President's List subscribers that will purchase up to 60,000,000 Subscription Receipts at the Offering Price for gross proceeds of up to \$12,000,000.

The Subscription Receipts will be subject to resale restrictions under applicable securities legislation. The Subscription Receipts will not be transferable under the laws of Canada, except pursuant to applicable statutory exemptions, until the date that is four months and a day after the date BISP becomes a reporting issuer in any province or territory of Canada. The Resulting Issuer Shares and the Resulting Issuer Warrants issuable upon the exchange of the BISP Shares and the BISP Warrants that are issued upon conversion of the Subscription Receipts will be freely tradeable for Canadian holders pursuant to applicable Canadian securities laws. The net proceeds of the Financing will primarily be used to fund the cash portion of the Transaction, fund exploration operations, to meet the working capital requirements of the Resulting Issuer, and for general corporate purposes.

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

About Stamper Oil & Gas

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

ON BEHALF OF THE BOARD OF DIRECTORS

"Bryson Goodwin"
Bryson Goodwin, President & CEO
Chairman of Board of Directors

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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 Financing and Transaction, the issuance of securities of the Company and the Resulting Issuer pursuant to the Subscription Receipts, and the anticipated use of proceeds of the Financing. 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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