

DOXA ENERGY LTD.
Suite 2080-777 Hornby Street
Vancouver, British Columbia
V6Z 1S4

September 30, 2020

ProStar Geocorp, Inc.
760 Horizon Drive, Suite 200
Grand Junction, CO 81506

Dear Sirs:

Re: Merger Agreement dated May 22, 2019 (the “Merger Agreement”) between Doxa Energy Ltd. (“Doxa”) and ProStar Geocorp, Inc. (“ProStar”)

We write further to the Merger Agreement, as amended February 11, 2020 (the “Initial Amendment”), May 29, 2020 (the “Second Amendment”) and August 17, 2020 (the “Third Amendment”).

Except as otherwise specified herein, all capitalized terms defined in the Merger Agreement will have the same meaning when used in this letter. All references to currency herein refer to lawful money of Canada unless otherwise specified.

Further to the email correspondence between representatives of Doxa and ProStar, Doxa will offer certain amendments to the Merger Agreement provided that the provisions of subsections (a) and (b) of the Third Amendment shall remain in full force and effect.

Doxa and ProStar agree to the following amendments to the Merger Agreement:

(a) The definition of “Doxa Offering” in Section 1.1 of the Merger Agreement be deleted and replaced as follows:

“**Doxa Offering**” means the private placement by Doxa, to be arranged by the Company or its financial advisors, of up to 14,000,000 Post-Consolidation Doxa Shares, together with any warrants on terms as may be permitted pursuant to the policies of the TSX-V, for aggregate proceeds of up to \$5,600,000 to be completed at or prior to Closing”.

(b) The definition of “ProStar Offering” in Section 1.1 of the Merger Agreement be deleted and replaced as follows:

“**ProStar Offering**” means the private placement by the Company for aggregate gross proceeds of up to US\$5,000,000 through the issuance of not more than 5,000,000 units (“**Units**”) of ProStar at a price of US\$1.00 per Unit, each Unit comprising one (1) ProStar Series C or D Preferred Share and one-half of one transferable ProStar Series C or D Preferred Share purchase warrant (a whole warrant, a “ProStar Warrant”), each ProStar Warrant entitling the holder thereof, upon completion of the Transaction, to purchase four Post-Consolidation Doxa Shares for a period of 24 months from the Closing Date at a price of at least 140% of the Doxa Offering.”

(c) Subsection 7.2(a) (iii) be deleted in its entirety and replaced as follows:

- (i) By Doxa in the event that the Doxa Offering has not completed on or before October 31, 2020, provided that Doxa may not terminate this Agreement pursuant to this Section 7.2(a)(iii) if the failure of the closing of the Doxa Offering to occur has been a principal cause of, or is a result of, a breach by Doxa to perform its covenants or agreements under this Agreement.

The Merger Agreement, when amended hereunder, will continue in full force and effect and this letter will have effect so far as practicable as if all the provisions of the Merger Agreement and of this letter were contained in the one instrument.

[The remainder of this page has been left blank intentionally.]

This letter will be governed by and construed in accordance with the laws of the Province of British Columbia and the courts of such Province will have jurisdiction over any dispute arising under this letter.

This letter may be executed in two or more counterparts, each of which will be deemed to be an original and all of which will constitute one agreement, effective as of the reference date given above.

The proposals within this letter remain open for acceptance by ProStar, on a confidential basis, until 5:00 p.m. Vancouver time on September 30, 2020. If you are agreeable to proceeding on this basis, please sign and date this letter in the space provided below and return a signed copy to the undersigned. The proposals within this letter are provided without prejudice to Doxa's rights and remedies at law or pursuant to the Merger Agreement.

Yours truly,

DOXA ENERGY LTD.

By: signed
Name: Shauna Hartman
Title: Corporate Secretary

Accepted and agreed to this *30th* day of September, 2020.

Prostar Geocorp, Inc.

By: signed
Name: Page Tucker
Title: CEO