

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Doxa Energy Ltd. (the “Company”)
Suite 2080-777 Hornby Street
Vancouver, B.C. V6Z 1S4

Item 2 Date of Material Change

November 17, 2020 and November 20, 2020

Item 3 News Release

A news release was disseminated on November 20, 2020 through the facilities of Stockwatch.

Item 4 Summary of Material Change

The Company has received on November 17, 2020, the conditional approval of the TSX Venture Exchange for its proposed reverse takeover transaction (the “**Transaction**”) with ProStar Geocorp Inc. (“**ProStar**”) (see press releases dated November 7, 2018, May 23, 2019, and October 22, 2020). On November 20, 2020, the Company mailed and filed an information circular dated November 16, 2020 (the “**Circular**”) in connection with the Transaction for a meeting of shareholders to be held on December 17, 2020.

Item 5 Full Description of Material Change

The Company has received on November 17, 2020, the conditional approval of the TSX Venture Exchange for the Transaction with ProStar. On November 20, 2020, the Company mailed and filed the Circular in connection with the Transaction for a meeting of shareholders to be held on December 17, 2020. The Circular is available under the Company’s SEDAR profile on www.sedar.com. The meeting will be held virtually in light of current public health concerns related to COVID-19.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8 **Executive Officer**

Shauna Hartman, Corporate Secretary, is knowledgeable about the material change and the Report and may be contacted (604) 683-7361

Item 9 **Date of Report**

November 26, 2020