



PROSTAR HOLDINGS INC. ANNOUNCES CLOSING OF MERGER TRANSACTION

Vancouver, British Columbia – December 29, 2020 – ProStar Holdings Inc. (formerly Doxa Energy Ltd.) (TSXV:DXA) (the "**Company**") is pleased to announce that pursuant to the merger agreement dated May 22, 2019, as amended from time to time (the "**Merger Agreement**") between the Company, ProStar Geocorp, Inc. ("**ProStar**"), and Doxa Merger Corp. ("**Doxa SubCo**"), the Company completed its previously announced merger transaction with ProStar (the "**Transaction**"), as described in the Company's press releases dated December 17, 2020, November 20, 2020, October 22, 2020, May 23, 2019 and November 7, 2018 (collectively, the "**Prior News Releases**") and the Company's information circular dated November 16, 2020 (the "**Circular**").

The Company will continue to carry on the business of ProStar and the common shares of the Company (the "**Shares**") are expected to begin trading as a Tier 2 Technology Issuer on the TSX Venture Exchange ("**TSXV**") under the symbol "MAPS" on January 11, 2021.

Completion of the Concurrent Financing

In connection with the Transaction, the Company completed a non-brokered private placement ("**Private Placement**") of 14,000,000 subscription receipts ("**Subscription Receipts**") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$5,600,000, as further described in the Company's news release dated October 26, 2020.

Immediately prior to closing the Transaction, each Subscription Receipt issued pursuant to the Private Placement was converted into one unit of the Company comprised of one Share and one-half of one non-transferable common share warrant (each full warrant, a "**Warrant**") to purchase one additional Share at a price of \$0.60 per Share for a period of 24 months from the date of issuance, provided that if the closing price of the Shares on the TSXV, or any other stock exchange on which the Shares are listed, is at a price equal to or greater than \$1.20 for a period of 10 consecutive trading days, beginning on the date that is 4 months and 1 day following the closing date of the Transaction, then the Company may accelerate the expiry date of the Warrants by giving written notice to the Warrant holders that the Warrants will expire on the date that is not less than 30 days from the date of the notice.

In connection with the Private Placement, the Company paid an aggregate of \$351,575 in finder's fees and issued an aggregate of 878,937 non-transferable finder's warrants, each exercisable at a price of \$0.40 per Share for a period of 24 months from issuance.

Completion of the Transaction

Under the terms of the Merger Agreement, and as further described in the Circular, the Transaction was completed by way of a merger under the laws of Delaware, whereby:

- (a) Doxa SubCo merged with and into ProStar, with ProStar surviving as a wholly-owned subsidiary of the Company;
- (b) each outstanding share of ProStar (the "**ProStar Shares**") converted into four (4) Shares of the Company; and
- (c) each outstanding common share purchase warrant in the capital of ProStar (the "**ProStar Warrants**") converted into common share purchase warrant to acquire, on the same terms and conditions as were applicable to such ProStar Warrant, four (4) Shares for each such ProStar Warrant held.

Effective upon completion of the Transaction, Page Tucker was appointed as a director and Chief Executive Officer, Jonathan Richards was appointed as a director and Chief Financial Officer, Vasanthan Dasan was appointed as a director and Chief Operating Officer and Herb McKim was appointed as a director of the Company. Accordingly, the board of directors of the Company is now comprised of Page Tucker (CEO), Jonathan Richards (CFO), Paul McKenzie, Vasanthan Dasan (COO) and Herb McKim.

The Company would like to thank John D. Harvison, Mark Bronson, Daniel Frederiksen, Gerald Graham, Jonathon Weiss and Shauna Hartman for their service to the Company.

Grant of Stock Options

The Company also announces that a total of 7,000,000 incentive stock options have been granted to directors, officers, employees and consultants of the Company pursuant to the Company's stock option plan. The options have an effective grant date of December 29, 2020, vest over a 2-year period, and are exercisable for a period of 5 years at a price of \$0.40 per Share.

Escrow Restrictions

As described in the Circular, certain of the Shares issued in connection with the Transaction are subject to escrow requirements or seed share resale restrictions in accordance with TSXV Policy 5.4 – *Escrow, Vendor Considerations and Resale Restrictions*.

In addition, the following Shares issued in connection with the Transaction are subject to contractual restrictions:

- (a) 30,255,368 Shares issued to former shareholders of ProStar pursuant to the Merger Agreement are subject to a contractual hold period of 24 months from the date of the Final Exchange Bulletin (as defined in the policies of the TSXV); and
- (b) 3,390,601 Shares issued pursuant to the Debt Settlement Transaction (as defined below) are subject to a contractual hold period of 12 months from the date of the Final Exchange Bulletin.

Other Corporate Actions

In connection with the completion of the Transaction, the Company also completed the following corporate actions:

- (a) the Company completed the consolidation of its common shares on a 17 old for 1 new basis (the "**Consolidation**") prior to closing the Transaction;
- (b) the Company changed its name to ProStar Holdings Inc.;
- (c) the Company completed the disposition of the Company's oil and gas assets (the "**Disposition**");
- (d) the Company completed debt settlements with the Company's related party creditors in connection with certain outstanding loans of the Company (the "**Debt Settlement Transaction**"); and
- (e) the Company obtained shareholder approval of, amongst other things, the Transaction, the Consolidation, the Disposition and the Debt Settlement Transaction.

For further details on the Transaction, readers are referred to the Prior News Releases and the Circular, all of which are available under the Company's profile on SEDAR at www.sedar.com.

Change of Auditor

Upon completion of the Transaction, Davidson & Company was appointed as the Company's auditor. Smythe LLP, the Company's former auditor, resigned as auditor of the Company upon completion of the Transaction.

Trading Halt

The Shares continue to be halted from trading, and the trading of Shares is expected to remain halted until January 11, 2021, or as otherwise determined by the TSXV.

About the Company

The Company's subsidiary, ProStar, is incorporated under the laws of the State of Delaware and is a Software as a Service (SaaS) company that provides patented Precision Mapping Solutions™. ProStar's flagship solution is PointMan®, a natively cloud and mobile solution designed to capture, record and display the precise location of subsurface assets, including buried utilities and pipelines. Additional information concerning ProStar is available at www.prostarcorp.com.

For further information, please contact:

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The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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

Cautionary Statements Regarding Forward-Looking Information

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the terms and conditions of the Transaction. Although the Company believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "postulate" and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: the state of the financial markets for the Company's securities; the state of the technology sector; recent market volatility; the COVID-19 pandemic; the Company's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that the Company is unaware of at this time. The reader is referred to the Circular for a more complete discussion of applicable risk factors and their potential effects, copies of which may be accessed through the Company's issuer page on SEDAR at www.sedar.com.

The forward-looking statements contained in this press release are made as of the date of this press release. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.

This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities.