

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

ProStar Holdings Inc. (the "**Company**")  
760 Horizon Drive, Suite 200  
Grand Junction, Colorado  
81506 USA

**ITEM 2. DATE OF MATERIAL CHANGE**

July 21, 2023

**ITEM 3. NEWS RELEASE**

The news release was disseminated on July 24, 2023, through Globe Newswire and subsequently filed on SEDAR+.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On July 21, the Company announced that it has closed its previously announced non-brokered private placement for gross proceeds of approximately \$3,550,000, through the sale of 11,833,334 units (the "**Units**") at a price of \$0.30 per Unit.

Each Unit consisted of one common share of the Company (each, a "**Common Share**", and collectively the "**Common Shares**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**" and collectively the "**Warrants**"). Each whole Warrant entitles the holder thereof to acquire one common share of the Company at a price of C\$0.45 per Common Share for a period of 24 months from the closing date of the private placement, provided that if the closing price of the Common Shares on any Canadian stock exchange on which the Common Shares are then listed is at a price equal to or greater than C\$0.75 for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by issuing a press release or other form of notice permitted by the certificate representing the Warrants, announcing that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 30 days from the date notice is given.

In connection with the private placement, the Company paid finder's commissions of an aggregate of \$30,731.52.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

Please see the news release attached as Schedule "A" for a full description of the material change.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION**

Not applicable.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

Not applicable.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Jonathan Richards, Chief Financial Officer  
Telephone: (970)-242-4024

**ITEM 9. DATE OF REPORT**

July 28, 2023

**SCHEDULE "A"**  
**NEWS RELEASE DATED July 24, 2023**

*[See attached.]*



## ProStar Holdings Announces Closing of Private Placement For Gross Proceeds of Approximately \$3,550,000

GRAND JUNCTION, Colo., July 24, 2023 -- (OTCQB: MAPPF) (TSXV: MAPS) (FSE: 5D00) ProStar Holdings Inc. (the "Company" or "ProStar<sup>®</sup>") a world leader in Precision Mapping Solutions<sup>®</sup>, is pleased to announce that it has closed its previously announced non-brokered private placement (the "Offering") for gross proceeds of approximately \$3,550,000, through the sale of 11,833,334 units (the "Units") at a price of \$0.30 per Unit (the "Offering Price").

Each Unit consisted of one common share of the Company (each, a "Common Share", and collectively the "Common Shares") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant" and collectively the "Warrants"). Each whole Warrant entitles the holder thereof to acquire one common share of the Company at a price of C\$0.45 per Common Share for a period of 24 months from the closing date of the Offering, provided that if the closing price of the Common Shares on any Canadian stock exchange on which the Common Shares are then listed is at a price equal to or greater than C\$0.75 for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by issuing a press release or other form of notice permitted by the certificate representing the Warrants, announcing that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 30 days from the date notice is given.

The Company will use the proceeds of the Offering for sales, marketing, research and development, and working capital requirements.

In connection with the Offering, the Company paid finder's commissions of an aggregate of \$30,731.52.

A director of the Company (the "Interested Party") purchased or acquired direction or control over a total of 4,400,000 Units as part of the Offering. The Interested Party together with employees of the Company accounted for over 40% of the proceeds from the Offering. The placement to those persons constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Notwithstanding the foregoing, the directors of the Company have determined that the Interested Party's participation in the Offering will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(b) of MI 61-101. The Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of Interested Party had not been confirmed at that time.

All securities issued pursuant to the Offering, are subject to a hold period expiring on November 22, 2023, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

### About ProStar:

ProStar is a world leader in Precision Mapping Solutions and is creating a digital world by further integrating the most modern GPS, cloud, and mobile technologies in Precision Mapping Solutions. ProStar is a software development and solution provider company specializing in developing cloud and mobile precision mapping solutions focused on the critical infrastructure industry. ProStar's flagship product, PointMan<sup>®</sup>, is designed to significantly improve the workflow processes and business practices associated with the lifecycle management of critical infrastructure assets both above and below the Earth's surface.

ProStar's PointMan<sup>®</sup> is offered as a Software as a Service (SaaS) and seamlessly connects the field with the office and provides the ability to precisely capture, record, display, and manage critical infrastructure, including pipelines, and utilities. Some of the largest entities in North America have adopted ProStar's Precision Mapping solutions, including Fortune 500 construction firms, Subsurface Utilities Engineering (SUE) firms, utility owners, and government agencies. ProStar has strategic business partnerships with the world's leading geospatial technology providers, data collection equipment manufacturers, and dealer networks.

The Company has made a significant investment in creating a vast intellectual property portfolio that includes several issued patents in the United States and Canada. The patents protect the methods and systems to digitally capture, record, organize, manage, distribute, and display the precise location of critical infrastructure, including buried utilities and pipelines. ProStar's Executive management team has extensive experience in the management of both early-stage and Fortune 500 technology companies in the private and public sectors.

For more information about ProStar, please visit [www.prostarcorp.com](http://www.prostarcorp.com).

On behalf of the Company,  
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**Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accept responsibility for the adequacy or accuracy of this release.**

*Cautionary Statements Regarding Forward-Looking Information*

*This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, the anticipated use of proceeds of the Offering. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.*

*In making the forward-looking statements in this news release, the Company has applied certain material assumptions, including without limitation, that the Company will use the proceeds of the Offering as currently anticipated.*

*These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, that the Company will not use the proceeds of the Offering as currently anticipated.*

*Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.*