

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102

This notice is provided pursuant to the requirements of Section 4.9 of National Instrument 51-102, *Continuous Disclosure Obligations*.

Item 1. Names of the Parties to the Transaction

Stardust Solar Energy Inc. (formerly, Bold Capital Enterprises Ltd.) (the “**Company**”), Stardust Solar Holdings Inc. (“**Stardust**”), a private company incorporated under the laws of the Province of British Columbia and 1503269 B.C. Ltd. (“**SubCo**”), a wholly owned subsidiary of the Company continued into the Province of British Columbia.

Item 2. Description of the Transaction

The Company entered into an amalgamation agreement dated December 27, 2023 (the “**Amalgamation Agreement**”) among the Company, Stardust and SubCo. Pursuant to the Amalgamation Agreement and on September 25, 2024, the Company acquired all of the issued and outstanding shares of Stardust in exchange for the issuance of common shares of the Company (the “**Transaction**”).

In connection with the Transaction, the Company filed its Filing Statement dated as at August 13, 2024 with the TSX Venture Exchange (“**Exchange**”). The Transaction constituted a "Qualifying Transaction" of the Company in accordance with Policy 2.4 – *Capital Pool Companies* of the Exchange. The Company now carries on the business previously conducted by Stardust.

Prior to closing of the Transaction and on September 23, 2024, the Company changed its name from Bold Capital Enterprises Ltd. to Stardust Solar Energy Inc. and consolidated its common shares on a 2.4876 old for one (1) new basis, both as approved by the shareholders of the Company at the annual and special meeting of the shareholders of the Company held on February 12, 2024.

December 31st remains the Company’s financial year-end date. Mallette LLP will resign as auditor of the Company and Davidson & Company LLP, auditor of Stardust, will be appointed as auditor of the Company.

Item 3. Effective Date of the Transaction

September 25, 2024

Item 4. Name of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of Each Continuing Entity

Not applicable.

Item 5. Date of the Reporting Issuer's First Financial Year-End after the Transaction

December 31, 2024.

Item 6. Periods, Including the Comparative Periods, if any, of the Interim financial reports and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction

Period and Ending Date	Comparative Period and Ending Date
Third quarter interim financial statements for the period ended September 30, 2024	Nine months ended September 30, 2023
Audited financial statements for the year ended December 31, 2024	12 months ended December 31, 2023

Item 7. Documents Filed Under National Instrument 51-102

On January 4, 2024, the Company disseminated and filed on SEDAR+ a news release announcing the proposed Transaction.

On August 14, 2024, the Company disseminated and filed on SEDAR+ a news release announcing the receipt of conditional approval from the Exchange on the Transaction.

On August 14, 2024, the Company filed on SEDAR+ its Filing Statement dated as at August 13, 2024 in connection with the Transaction.

On September 25, 2024, the Company disseminated and filed on SEDAR+ a news release announcing the closing of the Transaction.

STARDUST SOLAR ENERGY INC.

Mark Tadros
Chief Executive Officer