

ProStar Holdings Announces Closing of First Tranche of Private Placement for Gross Proceeds of US\$1 Million

GRAND JUNCTION, Colo., March 26, 2024 (GLOBE NEWSWIRE) — (OTCQB: MAPPF) (TSXV: MAPS) (FSE: 5D00) ProStar Holdings Inc. (the “Company” or “ProStar[®]”) a world leader in Precision Mapping Solutions[®], is pleased to announce that it has closed the first tranche of its previously announced non-brokered private placement (the “First Tranche”) for gross proceeds of approximately US\$1,050,000, through the sale of 8,728,125 units (the “Units”) at a price of C\$0.16 per Unit (the “Offering Price”).

Each Unit consists of one common share of the Company (each, a “Common Share”, and collectively the “Common Shares”) and one Common Share purchase warrant (each whole warrant, a “Warrant” and collectively the “Warrants”). Each Warrant entitles the holder thereof to acquire one common share of the Company (a “Warrant Share”) at a price of C\$0.22 per Warrant Share for a period of 36 months from the date of issuance thereof, 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\$0.30 for a period of ten (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 from the First Tranche for sales, marketing, and working capital requirements.

Wayne Moore, a director of the Company (the “Interested Party”), purchased or acquired direction or control over a total of 6,250,000 Units as part of the First Tranche. The placement to the Interested Party 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)(a) of MI 61-101. The Company did not file a material change report 21 days prior to the closing of the First Tranche as the details of the participation of Interested Party had not been confirmed at that time.

All securities issued pursuant to the First Tranche, are subject to a hold period expiring on July 27, 2024, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor will there be any sale of any of the securities described in this news release in any jurisdiction, including the United States, in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction or an available exemption therefrom. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any applicable securities laws of any state of the United States, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or “U.S. persons”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or pursuant to an exemption from such registration requirements.

Early Warning Disclosure

Wayne Moore, a director of the Company, acquired 6,250,000 Units at the Offering Price for aggregate consideration of US\$750,000. Prior to the acquisition, Mr. Moore owned 6,160,000 Common Shares, 500,000 stock options of the Company and 2,200,000 Common Share purchase warrants of the Company, representing 4.77% of the issued and outstanding Common Shares on a non-diluted basis and 6.72% of the issued and outstanding Common Shares on a partially-diluted basis assuming the exercise of Mr. Moore's options and warrants into Common Shares. Immediately following the acquisition, Mr. Moore now owns 12,410,000 Common Shares, 500,000 stock options of the Company and 8,450,000 Common Share purchase warrants of the Company, representing 9.00% of the issued and outstanding Common Shares on a non-diluted basis and 14.55% of the issued and outstanding Common Shares on a partially-diluted basis assuming the exercise of Mr. Moore's options and warrants into Common Shares.

The Units were acquired by Mr. Moore for investment purposes. Mr. Moore may acquire additional securities of the Company, including on the open market or through private acquisitions, or sell securities of the Company, including on the open market or through private dispositions, in the future depending on market conditions, reformulation of plans and/or other relevant factors.

This disclosure is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning report will be filed by Mr. Moore in accordance with applicable securities laws and will be available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

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®, 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® 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.

On behalf of the Company,

Page Tucker on sales / corporate news releases, CEO and Director

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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 First Tranche. 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 First Tranche 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 First Tranche 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 outlook that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

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