

ProStar Holdings Announces Upsizing To Previously Announced Private Placement Financing

GRAND JUNCTION, Colo., Nov. 12, 2021 /CNW/ -- (OTCQB: MAPPF) (TSXV: MAPS) (FSE: 5D00) ProStar Holdings Inc. (the "**Company**" or "**ProStar®**") is pleased to announce it has increased the size of its previously announced brokered and non-brokered private placements (see October 27, 2021 press release). The Company now intends to complete a brokered financing for gross proceeds of up to C\$5,000,000 (the "**Brokered Offering**") and a non-brokered financing for gross proceeds of up to C\$3,500,000 (the "**Non-Brokered Offering**", and together with the Brokered Offering, the "**Offerings**"). Echelon Wealth Partners Inc. (the "**Agent**") will act as Agent and sole bookrunner for the Brokered **Offering**.

The Brokered Offering will consist of up to 12,500,000 units of the Company (each, a "**Unit**", and collectively the "**Units**") at a price of C\$0.40 per Unit (the "**Offering Price**"). Each Unit consists of one Common Share (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 Warrant entitles the holder thereof to acquire one Common Share at a price of C\$0.56 per Common Share for a period of 24 months from the closing date of the Offerings. The Non-Brokered Offering will consist of up to 8,750,000 Units on the same terms as the Units offered in the Brokered Offering.

The Company has granted the Agent an option to increase the size of the Brokered Offering by up to 15%, exercisable in the discretion of the Agent, in whole or in part, at any time up to 48 hours prior to the final closing date of the Offering.

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

The Company will pay a cash commission to the Agent equal to 7.0% of the aggregate gross proceeds of the Brokered Offering and will issue broker warrants equal to 7.0% of the number of Units sold under the Brokered Offering, each exercisable to acquire one Common Share at the Offering Price for a period of 24 months from the closing date of the Offerings. In addition, should the completion of the Brokered Offering result in gross proceeds to the Company of \$4,000,000 or greater, the Company shall pay to the Agent a corporate finance fee equal to 1.0% of the aggregate gross proceeds of the Brokered Offering (including the Over-Allotment Option), payable on the Closing Date in Units having the same terms as the Units sold in the Brokered Offering and at a deemed price equal to the Offering Price (the "**Corporate Finance Fee**").

Closing of the Offerings is expected to occur on or about November 18, 2021.

The Units will be offered and sold by private placement in Canada to "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions* and other exempt purchasers in each province of Canada, and may be sold outside of Canada on a basis which does not require the qualification or registration of any of the Common Shares or the Warrants comprising the Units in the subscriber's jurisdiction. The Company may also concurrently offer and sell Units outside of Canada on a non-brokered, unregistered private placement basis to a limited number of "accredited investors" (as defined in Rule 501(a) of Regulation D under the United States Securities Act of 1933,

as amended (the "U.S. Securities Act")) with whom the Company has substantive pre-existing relationships, in reliance on exemptions from the registration requirements of the U.S. Securities Act and applicable securities laws of any state of the United States or in other jurisdictions where permitted by law. The securities issued in the Offerings will be subject to applicable hold periods imposed under applicable securities legislation, including a hold period of 4 months and one day from the date of issuance.

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 U.S. Securities Act, or any 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.

About ProStar Holdings Inc.

ProStar is a world leader in Precision Mapping Solutions® and is creating a digital world by leveraging the most modern GPS, cloud, and mobile technologies. ProStar is a software development company specializing in developing patented 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 roads, railways, pipelines, and utilities. Some of the largest entities in have adopted ProStar's 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 their dealer networks.

The Company has made a significant investment in creating a vast intellectual property portfolio that includes 20 issued patents. The patents protect the methods and systems required 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.

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Forward-Looking Statement

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 Company's future plans. 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. Such statements include, without limitation, statements with respect to the completion and size of the Offering, and the expected closing date. 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 Company's recent Information Circular filed on SEDAR on November 20, 2020 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.

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