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

May 9, 2025

ITEM 3. NEWS RELEASE

The news release was disseminated on May 9, 2024, through Globe Newswire and subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company closed its previously announced non-brokered private placement (the "**Offering**") for gross proceeds of C$775,000, through the sale of 5,535,714 units (the "**Units**") at a price of C$0.14 per Unit (the "**Offering Price**"). The Company received approval from the TSX Venture Exchange (the "**TSXV**") to increase the size of the Offering from C$750,000 to C$775,000 shortly before closing.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it closed the Offering for gross proceeds of C$775,000, through the sale of 5,535,714 Units at the Offering Price. The Company received approval from the TSXV to increase the size of the Offering from C$750,000 to C$775,000 shortly before closing.

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, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one common share of the Company (a "**Warrant Share**") at a price of C$0.20 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 of the Offering to onboard resources designed to ramp up sales and marketing efforts and for general working capital requirements.

In connection with the Offering, the Company paid fees to eligible finders consisting of: (i) 66,500 finder's shares and (ii) 66,500 finder's warrants (the "**Finder Warrants**"). Each Finder Warrant is exercisable into one common share of the Company (a "Finder Warrant Share") at a price of C$0.20 per Finder Warrant Share until that date that is three (3) years from the date of issue of the Finder Warrants.

Certain directors and senior officers of the Company (the "**Interested Parties**") purchased or acquired direction or control over a total of 2,085,714 Units as part of the Offering. The placement to the Interested Parties constituted 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 Parties' 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 Offering as the details of the participation of the Interested Parties had not been confirmed at that time.

The securities issued in the Offering are 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. The Offering remains subject to regulatory approval and the approval of the TSXV.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

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

May 15, 2025

Cautionary Statements Regarding Forward-Looking Information

This material change report 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 material change report and include without limitation, statements regarding the anticipated use of proceeds of the Offering and the receipt of final regulatory approval from the TSXV. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report. Readers are cautioned that the foregoing list of factors is not exhaustive.

In making the forward-looking statements in this material change report, the Company has applied certain material assumptions, including without limitation, that the Company will use the proceeds of the Offering as currently anticipated and that the Company will receipt approval from the TSXV in connection with the Offering.

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 receive the required regulatory approvals or approval from the TSXV in connection with the Offering and 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.