

ProStar Announces Convertible Debenture Financing

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GRAND JUNCTION, Colo., Jan. 16, 2026 -- ProStar Holdings Inc. ("**ProStar**[®]" or the "**Company**") (TSXV: MAPS) (OTCQX: MAPPF) (FSE: 5D00), developer of PointMan[®] Precision Mapping Solutions[®] and the LinQD[™] enterprise integration platform, is pleased to announce that the Company intends to complete a non-brokered private placement with a director of the Company of secured convertible debentures of the Company (each, a "**Convertible Debenture**") in the principal amount of up to US\$500,000 (the "**Offering**").

Each Convertible Debenture will bear interest at a rate of 12.5% per annum (the "**Interest**") and will mature 24 months following the date of issuance (the "**Maturity Date**"). The principal amount of each Convertible Debenture (the "**Principal Amount**") will be convertible into units of the Company (each a "**Unit**") at a conversion price of US\$0.10 per Unit (the "**Conversion Price**") at the option of the holder of a Convertible Debenture ("**Debenture Holder**") at any time prior to the Maturity Date.

Each Unit will be comprised of one common share of the Company (a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each full Warrant will entitle the holder thereof to purchase one common share of the Company (a "**Warrant Share**") at a price of US\$0.14 per Common Share for a period of 5 years from the closing date of the Offering.

Upon the occurrence of any of the following events (each, a "**Trigger Event**"), the outstanding Principal Amount underlying the Convertible Debenture will be, subject to the applicable regulatory approvals, automatically converted into Units at the Conversion Price: (a) upon the Company reaching US\$2,000,000 in booked Annual Recurring Revenue ("**ARR**") in 2026; or (b) upon the Company reaching US\$2,500,000 in booked ARR in 2027.

Upon voluntary conversion, maturity or upon the occurrence of a Trigger Event, the Company shall have the option to settle any portion of the accrued Interest in cash or through the issuance of Common Shares. If elected, the Company will promptly make an application to the TSX Venture Exchange (the "**TSXV**") to settle the accrued Interest in Common Shares at a conversion rate equal to the lower of the Discounted Market Price (as such term is defined in the policies of the TSXV) and the Conversion Price of the Common Shares on the last trading day immediately prior to the announcement of the conversion. Any issuance of Common Shares upon conversion of the Interest will be subject to TSXV approval.

The Convertible Debentures will be secured by a first-ranking security interest over all present and after-acquired property and assets of the Company.

The net proceeds received by the Company from the Offering are intended to be used for general corporate purposes.

The Offering remains subject to receipt of TSXV approval and all other necessary regulatory approvals. All securities issued in connection with the Private Placement will be subject to a four-month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

Related Party Disclosure

A director of the Company intends to take up the full amount of the Offering. Such participation in the Offering is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of such insider participation.

About ProStar:

ProStar Geocorp is a leading provider of geospatial intelligence technologies with a mission to become the global standard for mapping and managing critical infrastructure. The Company delivers a Software-as-a-Service (SaaS) solution and an enterprise integration platform that transforms how critical infrastructure assets are identified, managed, and maintained worldwide.

ProStar's flagship products, PointMan and LinQD, make infrastructure mapping and management more accurate, accessible, and connected than ever before. PointMan provides a powerful cloud and mobile precision mapping solution, while LinQD seamlessly integrates both emerging technologies and legacy systems into a single unified platform. By streamlining the management of critical infrastructure, ProStar's solutions reduce risks, improve efficiencies, and support regulatory compliance in complex, high-stakes environments.

The Company's growing global customer base includes Fortune 500 corporations, leading construction and engineering firms, utilities, municipalities, and U.S. Departments of Transportation. ProStar has forged strategic alliances with global technology

leaders, further extending its competitive advantage and accelerating adoption.

ProStar also holds an extensive intellectual property portfolio with 16 issued patents in the United States and Canada, securing its leadership position in precision mapping technologies.

Headquartered in Grand Junction, Colorado, ProStar is committed to building a safer, smarter, and more resilient infrastructure future worldwide.

For more information about ProStar, please visit www.prostarcorp.com.

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statements Regarding Forward-Looking Information:

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. 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 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 most recent Annual Management's Discussion & Analysis filed on SEDAR + on April 25, 2025, 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.sedarplus.ca.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.

This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities.