

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF ISSUER**

Aster Acquisition Corp. (the "**Company**")  
Suite 478 – 6647 Fraser Street  
Vancouver, BC V5X 0K3

**ITEM 2. DATE OF MATERIAL CHANGE**

June 22, 2022

**ITEM 3. NEWS RELEASE**

Issued on June 22, 2022 and distributed through the facilities of Stockwatch.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced that it has completed its initial public offering pursuant to a prospectus dated March 28, 2022 (the "**Offering**") in which it issued an aggregate of 3,000,000 common shares of the Company (each, a "**Common Share**") at a purchase price of \$0.10 per Common Share.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

The Company completed the Offering of 3,000,000 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$300,000.

Pursuant to an agency agreement dated March 17, 2022, Canaccord Genuity Corp. (the "**Agent**") acted as agent in respect of the Offering and was granted non-transferable options to acquire up to an aggregate of 300,000 Common Shares (the "**Agent's Options**"). Each Agent's Option is exercisable to acquire one Common Share at a price of \$0.10 per Common Share for a period of five years following the date that the Common Shares are listed on the TSX Venture Exchange (the "**Exchange**"). In connection with the Offering, the Agent also received a cash commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares.

The Company is a capital pool company within the meaning of the policies of the Exchange. The Company has not commenced operations and has no assets other than cash. The Company will use the net proceeds of the Offering to identify and evaluate potential Qualifying Transactions pursuant to the policies of the Exchange.

The Common Shares were listed on the Exchange on June 22, 2022 and immediately halted pending closing of the Offering. The Common Shares are expected to commence trading on the Exchange on June 24, 2022 under the trading symbol "ATR.P".

**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**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Vincent Wong,  
Chief Executive Officer, Chairman, Corporate Secretary and Director

Telephone: (604) 909-4880

**ITEM 9. DATE OF REPORT**

June 22, 2022