



PROSTAR SIGNS LETTER OF INTENT WITH DOXA ENERGY FOR PROPOSED REVERSE TAKEOVER TRANSACTION

November 7, 2018

ProStar Geocorp Inc. (“**ProStar**” or the “**Company**”) announces it has entered into a binding letter agreement dated October 26, 2018 with Doxa Energy Ltd. (“**Doxa**”) whereby Doxa will acquire all of the issued and outstanding securities of ProStar by way of a share exchange, amalgamation or such other form of business combination as the parties may determine (the “**Transaction**”). Doxa is a company currently listed on the TSX Venture Exchange (“**TSX-V**”). Following completion of the Transaction, Doxa will carry on the business of ProStar.

Pursuant to the Transaction, Doxa will issue common shares (“**DXA Shares**”) to the holders of common shares in the capital of Prostar (“**ProStar Shares**”) on the basis of approximately four post-Consolidation (as defined below) DXA Shares for each Prostar Share. It is a condition to the closing of the Transaction that the Prostar shareholders will hold at least 80.01% of the issued and outstanding DXA Shares on completion of the Transaction, but prior to the completion of a concurrent financing (as discussed below).

The Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreement with respect to the Transaction on or before December 15, 2018 (such agreement to include representations, warranties, conditions and covenants typical for a transaction of this nature), the completion of satisfactory due diligence investigations, the completion of a private placement by Doxa as further described below, the completion of a debt settlement of Doxa’s related party debt as further described below, the completion of the Consolidation, the completion of the sale of Doxa’s oil and gas interests, and the approval of the TSX-V and other applicable regulatory authorities. All dollar figures referenced herein, unless otherwise specified, refer to Canadian dollars.

Management and Board of Directors of the Resulting Issuer

With the exception of Paul McKenzie, all of the current members of Doxa’s board of directors will resign and the following individuals will be appointed as management and directors of issuer resulting from the Transaction (the “**Resulting Issuer**”):

Page Tucker, Chief Executive Officer and Director

Page Tucker is a visionary in terms of the development of cloud and geospatial technologies. He has extensive experience with early stage technology start-ups, including software design and development, intellectual property, management, marketing, recruiting and capital financing. Mr. Tucker was named entrepreneur of the year in 2016 by the Colorado Technology Association (CTA) and ProStar was named an award winner as a Colorado Company to Watch for 2017 by CCTW.



Paul McKenzie, Director

Paul McKenzie brings over 30 years of capital and public markets experience to ProStar. Mr. McKenzie has served in the capacity of, Co-Founder, CEO, CFO, President and/or Director to several successful, publicly traded companies. Most recently, Mr. Mckenzie co-founded NexOptic Technology Corp. which engineers some of the most efficient depth to aperture ratio camera lenses in the world as well as cutting-edge AI for image stabilization and image capture. NexOptic was previously named to the Toronto Venture Stock Exchange Top 50 list for two consecutive years. Several of the companies that Mr. Mckenzie either co-founded and/or managed have made significant resource discoveries globally and he has overseen and negotiated joint-venture and alliance partnerships with companies whose market-capitalizations have exceeded \$20 billion. Mr. Mckenzie currently serves on the Doxa board of directors .

Herb McKim, Chairman and Director

Herb McKim is co-founder of McKim & Creed, a comprehensive engineering and surveying firm that employs 500 people in 22 offices throughout the United States and generates over \$US 90 million in annual revenues. McKim & Creed has been consistently ranked among ENR's top 500 design firms in the United States and Public Works' top AEC firms. During his tenure as President and COO, Mr. McKim managed the company's technical services, which included engineering, surveying and planning. Mr. McKim has served on numerous Boards and has received several prestigious awards and honors, including: Fellow, ACEC and Professional Engineers of North Carolina; Outstanding Technical Achievement Award and Distinguished Service Award, Professional Engineers of North Carolina; and Community Service Award, Consulting Engineers Council of North Carolina.

Jonathan Richards, Chief Financial Officer and Director

Jonathan Richards brings over 15 years of public company accounting, finance and regulatory experience to ProStar as CFO and Board member. Formerly, Mr. Richards began his career with KPMG and then accumulated extensive experience working as CFO with numerous private companies all over the world. In the past ten years Mr. Richards has served as CFO for several firms listed on both the Toronto Stock Exchange and Toronto Venture Stock Exchange. Mr. Richards holds a bachelor's degree in management studies with first-class honors from the University of Waikato, New Zealand, and is a member of the Institute of Chartered Accountants of British Columbia.

Consolidation

The completion of the Transaction is subject to the completion by Doxa of a consolidation of its share capital on a 17 old for one new basis (the "Consolidation").



Debt Settlement

The parties to the Transaction have agreed that prior to or concurrently with the closing of the Transaction, Doxa will settle approximately \$3,490,396 in debt (including accrued and unpaid interest to September 30, 2018) owed collectively to Armada Investments Ltd. (a company owned and controlled by Chairman and director, G. Arnold Armstrong) and Harvco LLC (a company owned and controlled by President and CEO, John Harvison) through the issuance of 218,149,750 pre-Consolidation DXA Shares at a price of \$0.016 per pre-Consolidation DXA Share (the “Debt Settlements”).

Private Placement

Pursuant to the letter agreement, it is a condition of the Transaction that Doxa completes a private placement of up to 10,000,000 post-Consolidation DXA Shares or units at a price of \$0.50 per post-Consolidation DXA Share. Additional details concerning the terms of the private placement will be provided in a subsequent press release.

Disposition of Oil and Gas Assets

At or prior to the closing of the Transaction, Doxa will dispose of its existing oil and gas interests and related equipment in assets through the sale of its U.S. subsidiary (the “Disposition”) to Dynamic Production, LLC (“Dynamic”), a company controlled by John Harvison, the President and CEO of the Company, at their fair market value. As a condition of the Disposition, Doxa will be released from the outstanding revolving secured credit facility with UMB Financial Corporation, of which US\$153,333 is currently outstanding and matures on June 1, 2019 and accounts payable due to Dynamic of which US\$1,729,844 is currently outstanding (collectively the “Credit Facility”). As it is expected that the fair market value of the oil and gas assets is less than the outstanding balance of the Credit Facility, the Disposition will not result in any payments to Doxa.

Name Change

Upon completion of the Transaction, Doxa intends to change its name to “ProStar Holdings Inc.” or such other name as Prostar and Doxa may determine, and the parties expect that the TSX-V will assign a new trading symbol for the Resulting Issuer.

Press Release

Doxa has released a press release in respect of the Transaction and in compliance with the policies of the TSX-V dated November 7, 2018. Investors are encouraged to review the completion version of the Doxa press release for additional information concerning the Transaction, a copy of which is available on SEDAR at www.sedar.com under Doxa’s profile or on the [Doxa website](#).



Forward-Looking Statements

This news release contains certain “forward looking statements” including, for example, statements relating to the completion of the Transaction and Private Placement and the Resulting Issuer’s anticipated share capital. Such forward-looking statements involve risks and uncertainties, both known and unknown. The results or events depicted in these forward-looking statements may differ materially from actual results or events. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding and are implicit in, among other things: receipt of regulatory approvals, the Company’s ability to complete the Transaction and Private Placement, the state of the capital markets, tax issues associated with doing business internationally, the ability of the Resulting Issuer to successfully manage the risks inherent in pursuing business opportunities in the technology industry, and the ability of the Resulting Issuer to obtain qualified staff, equipment and services in a timely and cost efficient manner to develop its business. Any forward-looking statement reflects information available to the Company as of the date of this news release and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

On behalf of the board of directors of the Company:

Page Tucker

President and Chief Executive Officer
ProStar Geocorp