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March 6, 2013

VIA SEDAR

Ontario Securities Commission
British Columbia Securities Commission
TSX Venture Exchange, Toronto office

Dear Mesdames/Sirs:

Re: Prospect Park Capital Corp. (the “Corporation”) – Sedar Project No. 01999365

We hereby consent to the reference to our name on the cover page of the final prospectus of the Corporation dated March 6, 2013 (the “**Prospectus**”) and under the headings “Relationship Between the Corporation and Professional Persons” and “Material Contracts” and to the reference to our legal opinion (the “**Opinion**”) under the heading “Eligibility for Investment”.

In addition, we have read the Prospectus and we have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are (i) derived from our Opinion, or (ii) within the knowledge of the undersigned as a result of the services performed by the undersigned in connection with the Opinion.

Trusting same satisfactory.

Yours very truly,
Garfinkle Biderman LLP

(signed) “*Robbie Grossman*”
Robbie Grossman

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