

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

1. **Reporting Issuer**

Prospect Park Capital Corp. (the "Issuer")  
1 Adelaide Street East, Suite 801  
Toronto, Ontario, M5C 2V9

2. **Date of Material Change**

March 28, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on March 28, 2013 through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced that it had completed its initial public offering.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The senior officer who can answer questions regarding this report is Dr. Samuel Herschkowitz, Chief Executive Officer. Dr. Herschkowitz can be reached at (718) 624-6277.

9. **Date of Report**

March 28, 2013

