

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

September 25, 2013

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated on October 7, 2013 through Marketwired and filed on the system for electronic analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

The Issuer announced proposed qualifying transaction.

Item 5 Full Description of Material Change

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

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 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.

Item 9 Date of Report

October 9, 2013.

PROSPECT PARK CAPITAL CORP. ANNOUNCES PROPOSED QUALIFYING TRANSACTION

Toronto, Ontario (October 7, 2013) Prospect Park Capital Corp. (“**Prospect Park**”) (TSXV:PPK.P), a capital pool company as defined under Policy 2.4 (“**Policy 2.4**”) of the TSX Venture Exchange (the “**Exchange**”), is pleased to announce that it has entered into three agreements. Pursuant to the terms of the agreements and subject to completion of certain conditions precedent, including, satisfactory due diligence, execution of definitive agreements and receipt of all necessary director, shareholder, regulatory and Exchange approvals, the proposed transactions will qualify as Prospect Park’s “Qualifying Transaction” as defined by Exchange Policy 2.4.

If the three transactions are completed, Prospect Park would effectively invest more than 50% of its available cash in equity or debt securities of the following companies and Prospect Park would continue as an “investment issuer” on the Exchange focused on investments in the health care industry.

About the Target Companies

Skyline Medical Inc. is a corporation incorporated pursuant to the laws of the State of Delaware and is a medical device company. Skyline has a fully automated, patented, and FDA cleared surgical fluid disposal device - the STREAMWAY System - that virtually eliminates operating room workers’ exposure to blood, irrigation fluid and other potentially infectious fluids found in the surgical environment. Skyline is trading on the OTCBB under the symbol SKLN.

JB Therapeutics is a corporation incorporated pursuant to the laws of the state of Delaware and is a clinical stage company developing innovative drugs for the treatment of orphan inflammatory diseases. Its lead compound, JBT-101, is a novel, safe, oral synthetic endocannabinoids with potent anti-inflammatory activity. JBT-101 is being clinically developed for the treatment for Scleroderma and Cystic Fibrosis, both are debilitating diseases with no known cure and inadequate therapies.

IOI, LLC is a limited liability partnership duly organized under the laws of the State of Delaware. The aim of IOI is to invest in Serenity Pharmaceuticals, LLC for the completion of its final phase III clinical trials for approval by the U.S. Food and Drug Administration (“**FDA**”). Serenity (and its affiliate partner Allergan, Inc. (a NYSE listed Fortune 500 company)) are in the final stages of developing a drug for the treatment of nocturia. Nocturia is a medical syndrome that effects over 40,000,000 people in the United States. It is described as the propensity to wake up in the middle of the night due to the need to void. Multiple nocturic episodes are frequent for adults over the age of 50 and create erratic sleep patterns, extreme daytime fatigue and absenteeism at work due to sleep disturbances. This drug would be a “first to market drug” approved by the FDA for nocturia. Allergan will pay Serenity US\$22 million upon FDA application for approval and an additional US\$75 million upon FDA approval and first launch of this new drug. These payments would be used by Serenity to repay the loan by IOI.

Prospect Park will engage a Sponsor (as such term is defined by the Exchange) if required by the Exchange. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transactions contemplated herein or the likelihood of completion.

About Prospect Park

Prospect Park, a capital pool company within the meaning of the policies of the Exchange, was incorporated in 2012 and was listed on the Exchange on March 27, 2013. Prospect Park does not have any operations and has no assets other than cash. Prospect Park’s business is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction under the policies of the Exchange.

Trading of the common shares of Prospect Park remains halted in connection with the dissemination of this press release, and will recommence at such time as the Exchange may determine, having regard to the completion of certain requirements pursuant to Policy 2.4. Further details of the proposed transaction will follow in future press releases.

For more information please contact: Dr. Samuel Herschkowitz
Chief Executive Officer
Prospect Park Capital Corp.
Tel: (416) 865-7209
Email: docsam122@gmail.com

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Prospect Park believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Prospect Park disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

The information provided in this press release regarding Skyline Medical, Inc., JB Therapeutics, Inc., IOI, LLC and Serenity Pharmaceuticals, LLC has been provided to Prospect Park by the respective parties and has not been independently verified by Prospect Park.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, shareholder approval (if necessary). There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

This press release does not constitute and the subject matter hereof is not, an offer for sale or a solicitation of an offer to buy, in the United States or to any "U.S. Person" (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "1933 Act")) of any equity or other securities of Prospect Park. The securities of Prospect Park have not been registered under the 1933 Act and may not be offered or sold in the United States (or to a U.S. Person) absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act.

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.

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