

**PROSPECT PARK CAPITAL CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the “**Meeting**”) of Shareholders of Prospect Park Capital Corp. (the “**Prospect Park**”) will be held at the offices of its counsel, McMillan LLP, Brookfield Place, 181 Bay Street, Suite 4400, Toronto, Ontario M5J 2T3, on Thursday, the 25<sup>th</sup> day of September, 2014, at the hour of 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of Prospect Park for the period from September 7, 2012 (date of incorporation) to December 7, 2012 and the period from December 8, 2012 to September 30, 2013, together with the report of the auditors thereon, and the financial statements of Prospect Park for the three months and six months ended March 31, 2014;
2. to elect five (5) directors for the ensuing year;
3. to appoint auditors of Prospect Park for the ensuing year and authorize the directors to fix their remuneration;
4. to consider, and if thought appropriate, to pass, with or without variation, an ordinary resolution (the text of which is disclosed in Appendix “II” of the accompanying management information circular (the “**Circular**”) of Prospect Park) approving the 2014 Option Plan (as such term is defined in the Circular), as more particularly described in the Circular;
5. to consider, and if thought appropriate, to pass, by Majority of the Minority Shareholder Approval (as such term is defined in the Circular), with or without variation, the Non-Arm’s Length Resolution (as such term is defined in the Circular and the text of such resolution is disclosed in Appendix “III” of the Circular) approving the IOI Investment and the Skyline Investment (as such terms are defined in the Circular), which collectively will constitute Prospect Park’s Qualifying Transaction (as such term is defined in the Circular), as more particularly described in the Circular; and
6. to transact such further or other business as may properly come before the said meeting or any adjournment or adjournments thereof.

A copy of the Circular, a form of proxy, financial statement request form, a return envelope, and a copy of the audited financial statements of Prospect Park for the period from September 7, 2012 (date of incorporation) to December 7, 2012 and the period from December 8, 2012 to September 30, 2013 (attached as Schedule “A” to the Circular), together with the report of the auditors thereon, and accompanying management discussion and analysis (attached as Schedule “B” to the Circular), and the financial statements of Prospect Park for the three months and six months ended March 31, 2014 (attached as Schedule “C” to the Circular), and accompanying management discussion and analysis, accompany this Notice of Meeting, will be available for review at the Meeting and are available to the public on the SEDAR website at [www.sedar.com](http://www.sedar.com).

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is August 25, 2014 (the “**Record Date**”). Shareholders of Prospect Park whose names have been entered on the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1, facsimile: (416) 263-9524, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy must be in writing and must be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The individuals named in the enclosed form of proxy are directors and/or officers of Prospect Park. Each shareholder has the right to appoint a proxyholder other than such individuals, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

**DATED** this 28<sup>th</sup> day of August, 2014.

**BY ORDER OF THE BOARD**

*(signed) “Samuel Herschkowitz”*  
Chief Executive Officer