

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Prospect Park Capital Corp. (the "Issuer")
181 Bay Street, Suite 4400
Toronto, Ontario
M5J 2T3

Item 2 Date of Material Change

October 20, 2014

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated on October 23, 2014 through Marketwired and filed on the system for electronic analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

The Issuer announced the closing of its previously announced 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 (416) 865-7209.

Item 9 Date of Report

October 30, 2014

Schedule "A"

PROSPECT PARK CAPITAL CORP. ANNOUNCES CLOSING OF QUALIFYING TRANSACTION AND COMMENCEMENT OF TRADING

Toronto, Ontario (October 23, 2014) Prospect Park Capital Corp. ("**Prospect Park**") (TSXV:PPK.P) is pleased to announce the closing of its previously announced transactions with SOK Partners LLC ("**SOK**") and IOI, LLC ("**IOI**") which collectively constitute Prospect Park's "Qualifying Transaction" as defined by Policy 2.4 of the TSX Venture Exchange. The common shares of Prospect Park will commence trading on the TSX Venture Exchange on October 24, 2014 under the trading symbol PPK, and will continue in the business of a public healthcare focused investment corporation.

Pro Forma Capitalization

Pursuant to the Qualifying Transaction, Prospect Park issued an aggregate of 1,304,347 common shares to SOK. Following the completion of the Qualifying Transaction, 8,676,260 common shares are outstanding and 2,814,976 common shares are reserved for issuance. At the closing of the Qualifying Transaction 5,041,260 common shares are subject to escrow (including the 1,304,347 common shares issued to SOK on closing).

New Chief Financial Officer

In connection with the Qualifying Transaction, as previously announced, Kyle Appleby was appointed the new Chief Financial Officer in place of Samuel Herschkowitz who will remain as Chief Executive Officer.

Additional information about Prospect Park and the Qualifying Transaction is available on SEDAR (www.sedar.com).

For more information please contact:

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

Certain information provided in this press release regarding SOK Partners LLC and IOI, LLC has been provided to Prospect Park by the respective parties and has not been independently verified by Prospect Park.

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.

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.