

PROSPECT PARK CAPITAL CORP

TO: Ontario Securities Commission

-and-

MNP LLP, Chartered Professional Accountants

-and-

KPMG LLP, Chartered Professional Accountants

RE: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations*

Pursuant to Section 4.11(7) of National Instrument 51-102, Prospect Park Capital Corp. (the “**Company**”) hereby gives notice of the change of its auditor from KPMG LLP to MNP LLP. In accordance with National Instrument 51-102, the Company hereby states that:

1. KPMG LLP resigned at our request as the Company’s auditor, effective December 4, 2015;
2. MNP LLP has been appointed as the Company’s auditor, effective December 4, 2015;
3. the resignation of KPMG LLP and the appointment of MNP LLP as the Company’s auditor have been considered and approved by the Company’s Audit Committee and Board of Directors;
4. KPMG LLP’s audit report on the Company’s financial statements for the year ended September 30, 2014 and 2013 did not express a modified opinion; and
5. there have been no “reportable events” within the meaning assigned under subsection 4.11(1) of National Instrument 51-102.

DATED the 4th day of December, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“*Kyle Appleby*”
Kyle Appleby
Chief Financial Officer