

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 (the “**Shareholders**”) of Prospect Park Capital Corp. (the “**Corporation**”) will be held at the offices of its counsel, McMillan LLP, Brookfield Place, Suite 4400, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, on Monday, the 6th day of June, 2016, at the hour of 12:00 p.m. (EST) for the following purposes:

1. to receive the financial statements of the Corporation for the years ended September 30, 2015 and 2014, and the auditors’ report thereon, and the financial statements of the Corporation for the three months ended December 31, 2015 and 2014;
2. to re-elect the five (5) current directors for the ensuing year;
3. to appoint auditors of the Corporation 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 Section 8(iv) of the Information Circular) approving the 2016 Option Plan (as such term is defined in the Information Circular) as the stock option plan of the Corporation, as more particularly described in the Information Circular;
5. to consider, and if thought appropriate, to pass, by majority of the minority shareholder approval, with or without variation, an ordinary resolution (the text of which is disclosed in Section 8(v) of the Information Circular) approving the SOK Amending Agreement (as such term is defined in the Information Circular), as more particularly described in the Information 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 Information Circular, a form of proxy, and a return envelope accompany this Notice of Meeting. A copy of the audited financial statements of the Corporation for the years ended September 30, 2015 and 2014, and the auditors’ report thereon, and the financial statements of the Corporation for the three months ended December 31, 2015 and 2014, and accompanying management discussion and analysis, will be available for review at the Meeting and are available to the public on the SEDAR website at www.sedar.com.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is May 2, 2016 (the “**Record Date**”). Shareholders of the Corporation 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, 8th 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 the Corporation. 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 3rd of May, 2016.

BY ORDER OF THE BOARD

(signed) “Dr. Samuel Herschkowitz”
Chief Executive Officer