

Financial Statements
(In Canadian dollars)

PROSPECT PARK CAPITAL CORP.

YEARS ENDED SEPTEMBER 30, 2018 AND 2017

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Prospect Park Capital Corp.

Report on the Financial Statements

We have audited the accompanying financial statements of Prospect Park Capital Corp., which comprise the statements of financial position as at September 30, 2018, and the statements of income (loss) and comprehensive (income) loss, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Prospect Park Capital Corp. as at September 30, 2018, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes that Prospect Park Capital Corp. has a working capital deficit as at September 30, 2018 and negative cash flows from operations during the year then ended. These matters indicate the existence of material uncertainties that may cast significant doubt about Prospect Park Capital Corp.'s ability to continue as a going concern.

Other Matter

The financial statements of Prospect Park Capital Corp. for the year ended September 30, 2017, were audited by another auditor who expressed an unmodified opinion on those statements on January 29, 2018.

January 28, 2019
Toronto, Ontario

DNTW Toronto LLP

Chartered Professional Accountants
Licensed Public Accountants

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Statements of Financial Position

As at September 30, 2018 and September 30, 2017

	2018	2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 4,715	\$ 22,568
Investments at fair value (notes 3 and 9)	8,048	10,568
Loan receivable (note 4)	81,976	-
Interest receivable (note 4)	31,898	-
	126,637	33,136
Loan receivable (note 4)	-	79,913
Interest receivable (note 4)	-	21,421
	\$ 126,637	\$ 134,470

Liabilities and Shareholders' Equity

Liabilities:

Accounts payable and accrued liabilities (note 7) \$ 211,483 \$ 298,347

Shareholders' equity:

Share capital (note 5) 1,363,419 1,363,419

Reserves 364,228 364,228

Deficit (1,812,493) (1,891,524)

(84,846) (163,877)

\$ 126,637 \$ 134,470

Going concern (note 1)

See accompanying notes to financial statements.

On behalf of the Board:

Dr. Samuel Herschkowitz

Director

Mr. Joshua Kornberg

Director

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Statements of Income (Loss) and Comprehensive Income (Loss)

For the years ended September 30, 2018 and September 30, 2017

	2018	2017
Net investment gains (losses)		
Loss on sale of investments	\$ -	\$ (205)
Gain (loss) on foreign exchange	2,063	(2,781)
Net change in unrealized loss on investments	(3,323)	(20,526)
Net investment (losses)	(1,260)	(23,512)
Other income	71,402	11,642
	70,142	(11,870)
Expenses:		
Operating, general and administrative (note 10)	(8,888)	112,740
Net income (loss) and comprehensive income (loss)	\$ 79,031	\$(124,610)
Income (loss) per common share - basic and diluted (note 8)	\$ 0.01	\$ (0.01)
Weighted average number of shares outstanding - basic and diluted (note 8)	9,819,117	9,415,203

See accompanying notes to financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Statements of Changes in Shareholders' Equity

For the years ended September 30, 2018 and September 30, 2017

	Share capital	Reserves Contributed surplus	Deficit	Total
Balance, September 30, 2016	\$ 1,340,562	\$ 210,047	\$ (1,766,914)	\$ (216,305)
Shares issued for settlement of debt (note 7(v))	22,857	154,181	-	177,038
Net loss for the year	-	-	(124,610)	(124,610)
Balance, September 30, 2017	\$ 1,363,419	\$ 364,228	\$ (1,891,524)	\$ (163,877)
Balance, September 30, 2017	\$ 1,363,419	\$ 364,228	\$ (1,891,524)	\$ (163,877)
Net income for the year	-	-	79,031	79,031
Balance, September 30, 2018	\$ 1,363,419	\$ 364,228	\$ (1,812,493)	\$ (84,846)

See accompanying notes to financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Statements of Cash Flows

For the years ended September 30, 2018 and September 30, 2017

	2018	2017
Cash provided by (used in):		
Operating activities:		
Operating income (loss)	\$ 79,031	\$ (124,610)
Change in non-cash operating items:		
Net change in unrealized loss	3,323	20,526
Gain on sale of investments	-	205
Interest accrued	(10,477)	(11,208)
Change in non-cash working capital:		
Accounts receivable	(2,063)	2,380
Accounts payable and accrued liabilities	(87,667)	87,026
Net cash used in operating activities	(17,853)	(25,681)
Investing activities:		
Proceeds on sale of investment	-	995
Net cash used in investing activities	-	995
Decrease in cash and cash equivalents	(17,853)	(24,686)
Cash and cash equivalents, beginning of year	22,568	47,254
Cash and cash equivalents, end of year	\$ 4,715	\$ 22,568
Supplemental information		
Shares for debt	\$ -	\$ 177,038

See accompanying notes to financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian Dollars)

Notes to Financial Statements

September 30, 2018 and 2017

1. Nature of Operations and Going Concern

Prospect Park Capital Corp. (the "Corporation" or "Prospect Park") was incorporated under the *Business Corporations Act* (Ontario) on September 7, 2012. The registered office of the Corporation is located at 181 Bay Street, Suite 4400, Toronto, Ontario, M5J 2T3. The Corporation's financial year ends on September 30.

On March 28, 2013, the Corporation completed an initial public offering ("IPO") pursuant to Policy 2.4 – Capital Pool Companies (the "CPC Policy") of the TSX Venture Exchange ("Exchange") and became classified as a Capital Pool Company (as such term is defined in the CPC Policy). The Corporation's common shares were listed on the Exchange on March 27, 2013 and commenced trading on March 28, 2013 under the symbol "PPK.P".

The Corporation made certain investments, as described in note 3. These investments collectively met the definition of a Qualifying Transaction, as defined by the Exchange. On October 24, 2014, the common shares commenced trading on the Exchange under the symbol PPK, as an investment corporation focused on public healthcare.

Prospect Park Management Limited Partnership (the "Manager") is the manager of the Corporation. The Manager provides management, investment, valuation and administrative services to the Corporation.

The current market conditions and volatility increase the uncertainty of the Corporation's ability to continue as a going concern given the need to both manage expenditures and to raise additional funds. The Corporation has negative operating cash flows during the year and has working capital deficit of \$84,846 as at September 30, 2018 (2017 – deficit of \$265,211). The Corporation will continue to search for new or alternate sources of financing in order to purchase new investments but anticipates that the current market conditions may impact the ability to source such funds. These material uncertainties cast significant doubt on the Corporation's ability to continue as a going concern.

There can be no assurance that the Corporation will be able to continue to raise funds in which case the Corporation may be unable to meet its obligations. Should the Corporation be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position.

2. Significant Accounting Policies

(a) Statement of compliance and basis of presentation

These financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on historical cost basis except for some financial instruments that have been measured at fair value.

These financial statements were authorized by the Board of Directors of the Corporation on January 28, 2019.

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Notes to Financial Statements

September 30, 2018 and 2017

2. Significant Accounting Policies (continued)

(b) Functional and presentation currency

These financial statements have been prepared in Canadian dollars, which is the Corporation's functional and presentation currency.

(c) Cash and cash equivalents

Cash and cash equivalents in the statements of financial position comprise of cash held with a major Canadian chartered bank and highly liquid investments with maturities of less than 90 days.

(d) Share-based payment transactions

The Corporation has a share-based compensation plan that grants stock options and warrants to employees and non-employees.

The Corporation uses the fair value-based method of accounting for stock-based compensation arrangements. The fair value of each option granted is calculated using the Black-Scholes option pricing model at the date of grant and recognized in operations over the vesting period of the option, with the related increase recognized in contributed surplus. Upon exercise of the stock options, the consideration paid, together with the amount previously recognized in contributed surplus, is recorded as an increase in share capital.

Where the terms of an equity instrument are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee, as measured at the date of modification.

Where an equity instrument is cancelled it is treated as if it vested on the date of cancellation and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity instruments are treated equally.

(e) Financial instruments

Assets and liabilities carried at fair value must be classified using a three-level hierarchy that reflects the significance and transparency of the inputs used in making the fair value measurements.

- Level 1 – inputs are unadjusted quoted prices of identical instruments in active markets;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs that are not based on observable market data (unobservable data).

Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

September 30, 2018 and 2017

2. Significant Accounting Policies (continued)

Financial assets are assessed at each reporting date to determine whether there is any objective evidence of impairment. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset, with impairment losses recognized in net income (loss) and comprehensive income (loss).

The Corporation designates its cash and cash equivalents and investments as fair value through profit or loss and loan and interest receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost using the effective interest rate method.

Financial assets

The Corporation classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Corporation's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing them in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Corporation's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statements of loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in other comprehensive income. Where a decline in the fair value of an available for sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment the end of each reporting period. Financial assets are impaired when there is any objective evidence that the cash flows related to a financial asset or group of financial assets have been negatively impacted. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Corporation classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Corporation's accounting policy for each category is as follows:

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

September 30, 2018 and 2017

2. Significant Accounting Policies (continued)

Fair value through profit or loss: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of loss.

Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Assets in this category include cash and accounts receivable.

Other financial liabilities: This category includes long-term debt, amounts due to related parties and accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Corporation's financial instruments consist of the following:

Financial assets:	Classification:
Cash and cash equivalents	Fair value through profit and loss
Investments at fair value	Fair value through profit and loss
Loan receivable	Loans and receivables
Interest receivable	Loans and receivables

Financial Liabilities:	Classification:
Accounts payable and accrued liabilities	Other financial liabilities

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

(f) Revenue recognition

Purchases and sales of investments are recognized on the settlement date. Realized gains and losses on disposal of investments and unrealized gains and losses in the value of investments are reflected in the statements of comprehensive income (loss).

Upon disposal of an available-for-sale investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition. All transaction costs associated with the acquisition and disposition of investments are expensed to the statements of comprehensive income (loss) as incurred.

Dividend income is recorded on the ex-dividend date and when the right to receive the dividend has been established. Interest income, other income and income from securities lending are recorded on an accrual basis.

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Notes to Financial Statements

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2. Significant Accounting Policies (continued)

(g) Loss per share

The calculation of loss per common share is based on the reported net loss divided by the weighted average number of shares outstanding during the year. Diluted loss per share is calculated on the treasury stock basis. Where potentially dilutive equity instruments are anti-dilutive, basic and diluted earnings per share are the same.

(h) Shares issue costs

Costs incurred for the issue of common shares are deducted from share capital.

(i) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which they can be utilized.

(j) Significant accounting judgements and estimates

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

September 30, 2018 and 2017

2. Significant Accounting Policies (continued)

- (i) Share-based compensation
The Corporation includes estimates of forfeitures, expected life of the award, enterprise value of the Corporation and the risk-free interest rate in the calculation of stock option expense. These estimates are based on previous experience and may change throughout the life of a stock option plan.
- (ii) Deferred tax assets
Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

(k) Foreign currency translation

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at that date. Foreign exchange differences arising on translation are recognized in the statements of operations. Non-monetary assets and liabilities that are measured at historical cost are translated using the exchange rate at the date of the transaction.

Recent accounting pronouncements

(i) IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in October 2010 and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective for accounting periods beginning on January 1, 2018. The Corporation is in the process of assessing the impact of this pronouncement.

(ii) In May 2014, the IASB issued IFRS 15, “Revenue from Contracts with Customers”. IFRS 15 specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, “Revenue”, IAS 11, “Construction Contracts”, and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 must be applied in an entity’s first annual IFRS financial statements for periods beginning on or after January 1, 2018. Application of the standard is mandatory and early adoption is permitted. The Corporation has not yet determined the impact of the amendments on the Corporation’s financial statements.

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Notes to Financial Statements

September 30, 2018 and 2017

2. Significant Accounting Policies (continued)

Recent accounting pronouncements (continued)

(iii) IFRS 16 – Leases – The standard was issued by the IASB on January 13, 2016, and will replace IAS 17, “Leases”. IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The new standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has also been applied. The Corporation is assessing the impact of this standard on the Corporation’s financial statements.

(iv) IFRS 2 Share based payments, the amendments, which were developed through the IFRS Interpretations Committee, provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The effective date is for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The Corporation is assessing the impact of this standard on the Corporation’s financial statements.

3. Investments

IOI LLC

On November 9, 2015, the Corporation’s investment in IOI LLC (“IOI”), a related party, was purchased by a private investment group. In consideration for selling its membership interest in IOI, the Corporation received its initial capital returned (US \$150,000) plus a 8% return (US \$12,000) and retained the ability to collect the greater of an additional 32% (“Maturity Amount”) or 20% per annum on the amount of initial capital for the period until the maturity amount is paid less the initial capital plus 8% should the Serenity Pharmaceuticals LLC drug successfully receive approval from the United States Food and Drug Administration.

In November 2017, the Company received a milestone payment of US\$48,000. Management does not anticipate receiving any further payments from that investment.

Precision Therapeutics Inc. (Formerly Skyline Medical Inc.)

Pursuant to a share purchase agreement dated August 28, 2014 between SOK Partners LLC (“SOK”), a related party (Note 7), and the Corporation (the “SOK Agreement”), the Corporation agreed to acquire (such acquisition, the “Skyline Investment”) 10,423,309 common shares (“Skyline Shares”) of Skyline Medical Inc. (“Skyline”) from SOK for the purchase price of \$1,000,000. Subsequent to the purchase, Skyline underwent a 75 for 1 share consolidation. The purchase price was payable as follows: (i) \$400,000 payable in cash at closing; (ii) \$300,000 payable at the closing by the issuance of 1,304,347 common shares of the Corporation at a price of \$0.23 per share; and (iii) \$300,000 payable within six (6) months of closing by the issuance of 1,714,285 common shares of the Corporation at a deemed price of \$0.175 per share. On October 23, 2014, the Corporation completed the transaction and paid both the \$400,000 cash and issued the initial 1,304,347 common shares. (see note 7 related party transactions). Pursuant to the SOK Agreement, SOK agreed to provide downside protection to Prospect Park for the Skyline Shares acquired pursuant to the Skyline Investment (“Downside Protection”). The Downside Protection was to be determined as of January 18, 2015 (the 90th calendar day after Closing) and as of October 20, 2015 (the 12 month anniversary of Closing).

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Notes to Financial Statements

September 30, 2018 and 2017

3. Investments (continued)

Pursuant to an amending agreement (the "SOK Amending Agreement") dated April 29, 2016, approved by the independent directors of Prospect Park, and approved by the shareholders on June 6, 2016 (at the Corporation's annual general meeting) the final payment due by the Corporation to SOK was amended to \$250,000, payable on or before December 31, 2016, and payable in cash or by the issuance of 1,428,571, or any combination thereof. The revised terms were in exchange of releasing SOK of its initial downside protection.

On February 6, 2017, the company settled the remaining debt of \$177,038 due to SOK through the issuance of 1,142,857 shares of the company (notes 5 and 7(v)).

Subsequent to the initial Skyline Investment the Corporation purchased and sold additional shares in the open market. As at September 30, 2018 the Corporation owned 5,818 (September 30, 2017 - 5,818 (145,428 pre-consolidation)) shares of Skyline, with a cost of \$982,128 (September 30, 2017 - \$982,128) and a fair market value of \$8,048 (September 30, 2017 - \$10,568).

4. Loan Receivable

Pursuant to a credit agreement dated February 26, 2015, as amended on April 27, 2016, and May 25, 2017, between Above the Fold, LLC ("ATF"), a related party (Note 7), and the Corporation, the Corporation agreed to lend ATF a principal amount of up to US\$100,000 (the "Loan"), at an annual interest rate of twelve per cent (12%) per annum (calculated annually on the basis of a 365 day calendar year). The loan previously matured on February 28, 2017. On May 25, 2017, the credit agreement was further amended to extend the maturity date to December 31, 2018.

As at September 30, 2018, \$81,976 (US\$62,750) (September 30, 2017 - \$79,913 (US\$62,750)) has been advanced as part of the loan and \$31,898 (September 30, 2017 - \$21,421) has been accrued as interest.

5. Share Capital

(a) Authorized:

The Corporation has authorized share capital of an unlimited number of common shares.

(b) Issued common shares:

	Number of Shares	Amount
Balance, September 30, 2016	8,676,260	\$ 1,340,562
Shares issued on settlement of debt (notes 3 and 7(v))	1,142,857	22,857
Balance, September 30, 2017 and September 30, 2018	9,819,117	\$ 1,363,419

6. Stock Options

On July 20, 2016, the Corporation adopted a new stock option plan under which it is authorized to grant options to officers, directors, employees, and consultants enabling them to acquire a fixed 20% of the issued and outstanding common stock of the Corporation. Pursuant to this plan, the Corporation can grant up to 1,963,823 stock options. The options can be granted for a maximum of 10 years and vest as determined by the Board of Directors. The exercise price of each option may not be less than fair market value of the common shares on the date of grant.

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

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6. Stock Options (Continued)

The following table reflects the actual stock options issued and outstanding as of September 30, 2018:

Expiry Date	Exercise Price (\$)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (exercisable)	Number of Options Unvested
March 28, 2023	0.20	4.50	598,224	598,224	-
July 20, 2026	0.05	7.81	998,061	998,061	-

The options outstanding have a weighted average remaining contractual life of 6.57 years and a weighted average exercise price of \$0.11.

7. Related Party Transactions

Related parties include officers of the Corporation, the Board of Directors, close family members, enterprises and others that the Corporation does not deal with at arm's length. The below noted transactions are in the normal course of business. The Corporation considers its directors and officers to be key management. During the year, key management earned \$27,120 (2017 - \$27,120) in remuneration (Note 7(i)).

(i) During the year, the Corporation was charged \$27,120 (2017 - \$27,120) by CFO Advantage Inc., a company owned by Kyle Appleby, the Chief Financial Officer of the Corporation. As at September 30, 2018, \$64,100 (2017 - \$45,980) is included in accounts payable and accrued liabilities.

(ii) During the year, the Corporation was charged \$2,155 (2017 - \$nil) by DLA Piper (Canada) LLP ("DLA") for legal services. Robbie Grossman is a partner of DLA and an officer and director of the Corporation. During the year the Corporation was charged \$2,743 (2017 - \$30,178) by McMillan LLP for legal services (including disbursements). Robbie Grossman was a partner of McMillan LLP during this period and an officer and director of the Corporation. Included in the September, 30, 2018 accounts payable and accrued liabilities is \$1,944 (2017 - \$nil) due to DLA and \$94,901 (2017 - \$193,168) due to McMillan LLP.

(iii) Management fee – Prospect Park Management Limited Partnership (the "Manager") will receive a monthly management fee (a "Management Fee") equal to 1/12th of 2% of the net asset value of the Corporation, inclusive of any taxes payable by the Corporation in respect of the Management Fee, calculated as of the last business day of each month.

For the year ended September 30, 2018 the Corporation was charged \$nil (2017 - \$nil) in Management Fees. As at September, 30, 2018, \$1,404 (2017 - \$1,404) of management fees were included in accounts payable and accrued liabilities.

Joshua Kornberg (a director of the Corporation) and Dr. Samuel Herschkowitz (a director and officer of the Corporation) are the limited partners of the Manager and the sole officers, directors and shareholders of the general partner of the Manager.

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

September 30, 2018 and 2017

7. Related Party Transactions (continued)

(iv) Performance fee - the Manager will receive in respect of each fiscal year of the Corporation, a performance fee (the "Performance Fee") equal to 20% of the net appreciation in the net asset value of the Corporation calculated as of the last day of such fiscal year in excess of the net asset value of the Corporation calculated as of the last day of the previous fiscal year, less any taxes payable by the Corporation in respect of the Performance Fee. Performance Fees are calculated and accrued monthly and shall be paid to the Manager in cash annually. Where the cash on hand is insufficient to satisfy the Performance Fee in full on the date on which such payment is required, the Performance Fee shall be paid as to the amount of such cash, net of the Corporation's working capital requirements as reasonably determined by the Manager available on the required date and the balance shall be accrued and paid as cash becomes available.

For the year ended September 30, 2018, no performance fees were earned (2017 - \$nil).

(v) In accordance with the SOK Amending Agreement (see note 3) the Company issued 1,142,857 common shares on February 6, 2017 to settle amounts owing (\$177,038) to SOK. The shares had a fair market value of \$22,857, and therefore the difference of \$154,181 was recorded as contributed surplus as the treatment was deemed as a capital transaction. The Corporation is related to SOK due to Dr. Samuel Herschkowitz, one of the directors and officers of the Corporation, and Joshua Kornberg, one of the directors of the Corporation, being the co-managing members and each 50% owners of a private company that is the managing member and sole beneficial owner of SOK.

(vii) The Corporation is party to a credit agreement with ATF to loan ATF up to US\$100,000 (see note 4). As of September 30, 2018, \$31,898 (2017 - \$21,421) has been included in interest receivable and \$81,976 (2017 - \$79,913) has been included in principal receivable relating to this agreement. The Corporation is related due to Dr. Samuel Herschkowitz, one of the directors and officers of the Corporation, Josh Kornberg, a director of the Corporation, and Mr. Kornberg's spouse, being the managing members of ATF. Mr. Kornberg's spouse is also an officer of ATF.

8. Net Loss per Common Share

Diluted loss per share for 2018 and 2017 did not include the effect of options or warrants as they are anti-dilutive.

PROSPECT PARK CAPITAL CORP.

(In Canadian Dollars)

Notes to Financial Statements

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9. Financial Instruments

(a) Credit Risk:

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash and cash equivalents and accounts receivable. Cash and cash equivalents are held with a major Canadian chartered bank, from which management believes the risk of loss to be minimal.

Loan receivable consists of a loan from a related party. During the year, the repayment terms of the loan was extended by a year and 10 months. The loan was assessed for impairment. Total exposure to credit risk is \$113,874, which comprised of the total interest and principal receivable from the related party (2017 - \$101,334).

(b) Interest Rate Risk:

The Corporation is not exposed to any significant interest rate risk.

(c) Liquidity Risk:

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash and cash equivalents. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(d) Capital Management:

The Corporation's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Corporation does not have any externally imposed capital requirements to which it is subject. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares.

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

September 30, 2018 and 2017

9. Financial Instruments (continued)

(e) Currency Risk:

The Corporation is exposed to financial risks as a result of exchange rate fluctuations and the volatility of these risks due to cash and investments holdings in United States dollars.

September 30, 2018							
Currency	Cash	Exposure		Total	Impact on net assets		
		Investments			Cash	Investments	Total
United States Dollar	\$ 1,705	\$ 6,165		\$ 7,870	\$ 17	\$ 62	\$ 79

September 30, 2017							
Currency	Cash	Exposure		Total	Impact on net assets		Total
		Investments			Cash	Investments	
United States Dollar	\$ 10,683	\$ 8,454		\$ 19,137	\$ 107	\$ 84	\$ 191

As at September 30, 2018, if the Canadian dollar had strengthened or weakened by 1% in relation to all currencies, with all other variables held constant, net assets attributable to the shareholders could have decreased or increased, respectively, by approximately 1% (\$79) (2017 – \$(191)).

(f) Fair value measurements:

(i) Financial hierarchy:

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

(ii) Determination of investments fair values:

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Corporation's management estimates the fair value of investments based on the criteria below and reflects such valuations in the interim statements.

The Corporation is also required to disclose details of its investments (and other financial assets and liabilities for which fair value is measured or disclosed in the interim statements) within three hierarchy levels (Level 1, 2, or 3) based on the transparency of inputs used in measuring or disclosing the fair value, and to provide additional disclosure in connection therewith. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value our financial assets and liabilities are described below:

PROSPECT PARK CAPITAL CORP.

(In Canadian Dollars)

Notes to Financial Statements

September 30, 2018 and 2017

9. Financial Instruments (continued)

For publicly traded companies, securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the statements of financial position dates or the closing trade price on the last day the security traded if there were no trades at the statements of financial position dates. These are included in Level 1.

Securities which are traded on a recognized securities exchange but which are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value to a maximum of 10%. In determining the discount for such investments, the Corporation considers the nature and length of the restriction. These are included in Level 2.

For options and warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available or reliable, the warrants and options are valued at intrinsic value, which is equal to the higher of the closing trade price at the statements of financial position dates of the underlying security less the exercise price of the warrant or option, and zero. These are included in Level 2.

All privately-held investments (other than options and warrants) are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more valuation indicators. These are included in Level 3. Options and warrants of private companies are carried at their intrinsic value.

September 30, 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in Skyline	\$ 8,048	\$ -	\$ -	\$ 8,048
Cash	4,715	-	-	4,715
	\$ 12,763	\$ -	\$ -	\$ 12,763

September 30, 2017	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in Skyline	\$ 10,568	\$ -	\$ -	\$ 10,568
Cash	22,568	-	-	22,568
	\$ 33,136	\$ -	\$ -	\$ 33,136

PROSPECT PARK CAPITAL CORP.

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Notes to Financial Statements

September 30, 2018 and 2017

10. Operating, general and administrative expenses

	2018	2017
Legal fees and disbursements	\$ (72,088)	\$ 30,178
Accounting and audit	47,793	61,297
Regulatory fees	8,619	6,856
Transfer agent	5,655	9,323
Office	1,133	5,086
	\$ (8,888)	\$ 112,740

11. Income Taxes

Deferred taxes are calculated as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2018	2017
Non-capital losses carried forward	\$ 733,150	\$ 816,524
Capital losses carried forward	20,743	20,743
Investments at fair values	1,002,304	999,784
Loan receivable	-	2,380
Share issue costs	-	3,080
	\$1,756,197	\$ 1,842,511

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Corporation can utilize the benefits therefrom. Non-capital losses expire as noted in the table below. Share issue costs were fully amortized in 2018. The remaining deductible temporary differences may be carried forward indefinitely.

At September 30, 2018 the Corporation had Canadian non-capital loss carry forwards of \$733,150 (2017 - \$816,524) which may be available to offset future year's taxable income. The losses expire as follows:

2033	\$ 4,686
2034	271,814
2035	218,652
2036	118,383
2037	119,615
2038	-
	\$ 733,150