

**PROSPECT PARK CAPITAL CORP.**

Special Meeting of Shareholders

to be held on November 16, 2020

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**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

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**PROSPECT PARK CAPITAL CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting (the “**Meeting**”) of shareholders of Prospect Park Capital Corp. (the “**Corporation**”) will be held at 885 West Georgia Street, Suite 2040, Vancouver, British Columbia V6C 3E8, on Monday, the 16<sup>th</sup> day of November, 2020 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider and, if thought appropriate, to pass, with or without variation, a special resolution (the text of which is disclosed in Section 8(i) of the Management Information Circular) to ratify, confirm and approve the split of the common shares of the Corporation, as more particularly described in the Management Information Circular;
2. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the text of which is disclosed in Section 8(ii) of the Management Information Circular) to ratify, confirm and approve the Advance Notice By-Law (as such term is defined in the Management Information Circular), as more particularly described in the Management Information Circular; and
3. 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 Management Information Circular, a form of proxy and a return envelope accompany this Notice of 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 was October 13, 2020 (the “**Record Date**”). Shareholders of the Corporation whose names had 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 or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement 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.

**In light of the coronavirus disease 2019 (COVID-19) and all of the public health and travel restrictions and protocols that all levels of government have and may impose we strongly encourage each shareholder to submit a form of proxy or voting instruction form in advance of the Meeting and to not plan on attending the Meeting in person, in order to comply with government and public health directives regarding social distancing. Depending on the circumstances, the Corporation may not be able to accommodate in-person attendance by all eligible shareholders intending on doing so.**

**DATED** this 15<sup>th</sup> day of October, 2020.

**BY ORDER OF THE BOARD**

*(signed) “James Greig”*  
Chief Executive Officer

**INFORMATION CIRCULAR**  
**FOR THE SPECIAL MEETING OF SHAREHOLDERS OF**  
**PROSPECT PARK CAPITAL CORP.**

(this information is given as of October 15, 2020)

**1. SOLICITATION OF PROXIES**

This Information Circular is provided in connection with the solicitation of proxies by the management of Prospect Park Capital Corp. (the “Corporation”) for use at the Special Meeting of the Shareholders of the Corporation (the “Meeting”), to be held on November 16, 2020, at the place and time and for the purposes set forth in the Notice of Special Meeting of Shareholders (the “Notice of Meeting”) and at any adjournment thereof. This solicitation is being made primarily by mail, but proxies may also be solicited by directors, officers or employees of the Corporation. The cost of the solicitation of proxies will be borne by the Corporation.

**2. APPOINTMENT OF PROXYHOLDERS**

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder has the right to appoint a person other than the persons named in the enclosed forms of proxy to attend and vote for him or her at the Meeting.** In order to do so, the shareholder may cross out the names printed in these forms of proxy and insert such person’s name in the blank space provided thereon or complete another form of proxy. In either case, the duly completed forms of proxy must be delivered to the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, facsimile: (416) 263-9524, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof or the Secretary of the Meeting, on the day of the Meeting or any adjournment thereof. It is not necessary to be a shareholder in order to act as a proxy.

**3. REVOCATION OF PROXIES**

A shareholder may revoke his proxy at any time, relating to any question for which the voting right granted by the proxy has not yet been exercised, by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. Such revocation must be deposited with the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, facsimile: (416) 263-9524, at any time up to and including the day preceding the day of the Meeting, or with the Chairman or Secretary of the Meeting on the day of the Meeting, or in any other manner permitted by law.

**4. EXERCISE OF PROXY**

The voting rights attached to the common shares in the capital of the Corporation (the “Common Shares”) represented by proxies will be voted or withheld from voting in accordance with the instructions indicated therein. **If no instructions are given, the voting rights attached to said Common Shares will be exercised by those persons designated in the form of proxy and will be voted IN FAVOUR of all the matters described therein.**

The enclosed form of proxy confers discretionary voting authority upon the persons named therein with respect to amendments to matters identified in the Notice of Meeting, and with respect to such matters as may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no such amendments or other matters to come before the Meeting.

**5. NON-REGISTERED HOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their Common Shares in their own name (the “Non-Registered Shareholders”) are advised that only proxies from shareholders of record can be recognized and voted at the Meeting.**

Most Shareholders are Non-Registered Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “Intermediary”) that the Non-Registered Shareholder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

There are two kinds of Non-Registered Shareholders – those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**” for Non-Objecting Beneficial Owners).

The Notice of Meeting, this Information Circular and the instrument of proxy or a voting instruction form and the request form (collectively, the “**Meeting Materials**”) are being sent to both registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

#### Non-Objecting Beneficial Owners

If you are a NOBO, the Corporation is sending the Meeting Materials to you directly. Please complete the voting instruction form and carefully follow the instructions therein for return of the executed form or other method of response. If you wish to vote in person at the Meeting (or to have another person attend and vote on your behalf), you must insert your own name (or such other person’s name) in the space provided for the appointment of a proxyholder on the voting instruction form and carefully follow the instructions therein for return of the executed form or other method of response.

#### Objecting Beneficial Owners

In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Meeting Materials to the clearing agencies and Intermediaries for distribution to OBOs.

Intermediaries are required to forward the Meeting Materials to OBOs unless an OBO has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to OBOs.

OBOs are not permitted to vote at the Meeting. Generally, OBOs who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the OBO and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of a one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the OBO must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the OBO but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the OBO when submitting the proxy. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1.**

In either case, the purpose of these procedures is to permit OBOs to direct the voting of the Common Shares they beneficially own. Should an OBO who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the OBO), the OBO should strike out the persons named in the instrument of proxy and insert the OBO or such other person’s name in the blank space provided. **In either case, OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the Instrument of Proxy or voting instruction form is to be delivered.**

An OBO may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Unless otherwise indicated in this Information Circular and in the form of proxy and Notice of Meeting attached hereto, shareholders shall mean registered shareholders.

## 6. INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as described elsewhere in this Information Circular, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of (a) any director or executive officer of the Corporation, (b) any proposed nominee for election as a director of the Corporation, and (c) any associates or affiliates of any of the persons or companies listed in (a) and (b), in any matter to be acted on at the Meeting.

## 7. VOTING SECURITIES AND PRINCIPAL HOLDERS

As at the date hereof, the Corporation had 4,740,824 Common Shares outstanding, representing the Corporation's only securities with respect to which a voting right may be exercised at the Meeting. Each Common Share carries the right to one vote at the Meeting. A quorum for the transaction of business at the Meeting is two shareholders, or one or more proxyholders representing two shareholders, or one shareholder and a proxyholder representing another shareholder, holding or representing not less than five percent (5%) of the issued and outstanding Common Shares enjoying voting rights at the Meeting.

The record date to determine a shareholders eligibility to receive the Notice of Meeting and vote at the Meeting was fixed at October 13, 2020 (the "Record Date").

To the knowledge of the directors and senior officers of the Corporation as at the date hereof, based on information provided on the System for Disclosure by Insiders (SEDI) and on information filed by third parties on the System for Electronic Document Analysis and Retrieval (SEDAR), no person or corporation beneficially owned, directly or indirectly, or exercised control or discretion over, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation, other than the following:

Name	Number of Common Shares	Percentage of Common Shares <sup>(1)</sup>
Toby Pierce <sup>(2)</sup>	600,000	11.9%
James Greig <sup>(3)</sup>	600,000	11.9%
Samuel Herschkowitz <sup>(4)</sup>	490,589	10.2%

### Notes:

- (1) Calculated on partially diluted basis.
- (2) Of the 600,000 Common Shares, Mr. Pierce is the registered and beneficial holder of 300,000 Common Shares (and warrants exercisable for 300,000 Common Shares).
- (3) Of the 600,000 Common Shares, Mr. Greig is the registered and beneficial holder of 300,000 Common Shares (and warrants exercisable for 300,000 Common Shares).
- (4) Of the 490,589 Common Shares, Dr. Herschkowitz is the registered and beneficial holder of 416,870 Common Shares (and stock options exercisable for 73,719 Common Shares).

## 8. BUSINESS OF THE MEETING

To the knowledge of the directors of the Corporation, the only matters to be brought before the Meeting are those set forth in the accompanying Notice of Meeting.

### (i) Share Split

As part of the Corporation's new direction as an investment issuer focused on the resource sector and in an effort to improve market liquidity of the Common Shares, the Corporation is seeking shareholder approval for a split of its presently issued Common Shares on the basis of up to three (3) post-split Common Shares for each one (1) pre-split Common Share (the "Split"), as may be approved by the directors of the Corporation and the Exchange. The split of Common Shares will affect all present shareholders alike and will affect all holders of securities convertible into Common Shares alike. More particularly, the share split will affect those persons holding any convertible securities, such as share purchase warrants or stock options. The directors of the Corporation strongly urge that the shareholders approve the Split.

If the special resolution regarding Split is approved, all registered shareholders will receive a Letter of Transmittal so they may exchange certificates representing their Common Shares for certificates of the correct denomination representing the post-split Common Shares.

Where the Split results in a fractional share, any resulting fractional share that is less than one-half of a share will be cancelled and each resulting fractional share that is at least one-half of a share will be changed to one whole post-split Common Share.

Implementation of the share split does not have an effect on the actual or intrinsic value of the business of the Corporation or on a shareholder's proportional ownership in the Corporation.

Accordingly, at the Meeting, shareholders are being asked to consider and, if thought advisable, approve a special resolution in the following form:

**“BE IT RESOLVED THAT:**

- (1) all of the issued and outstanding common shares of the Corporation be split on the basis of three (3) new common shares for every one (1) old common share, or such lower ratio as the directors may determine;
- (2) the board of directors is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the above resolution without further approval, ratification or confirmation by the shareholders; and
- (3) any one director or officer of the Corporation be and is hereby authorized and directed to do all such things and to execute and deliver all documents and instruments as may be necessary or desirable to carry out the terms of this resolution.”

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form in favour of the approval of the Split. The directors of the Corporation recommend that shareholders vote in favour of the approval of the Split. To be adopted, this special resolution is required to be passed by the affirmative vote of two-thirds (66<sup>2</sup>/<sub>3</sub>%) of the votes cast at the Meeting.

**(ii) Advance Notice By-Law**

At the Meeting, shareholders are being asked to consider and, if thought advisable, approve an ordinary resolution confirming the new by-law of the Corporation (the “**Advance Notice By-Law**”), adopted and approved by the directors of the Corporation on October 2, 2020, providing shareholders, as well as the directors and management of the Corporation, with a clear framework for nominating directors of the Corporation in connection with any annual or special meeting of shareholders. The full text of the Advance Notice By-Law is attached hereto as Schedule “A”, and it must be confirmed by shareholders in order to remain effective. The Advance Notice By-Law is also subject to approval by the TSX Venture Exchange.

The purpose of the Advance Notice By-Law is to (a) ensure that all shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote, and (b) facilitate an orderly and efficient process at shareholder meetings.

The Advance Notice By-Law fixes the deadlines by which shareholders must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in a timely written notice to the Corporation for any director nominee to be eligible for election at such meeting of shareholders.

Shareholders seeking to nominate candidates for election as directors (other than pursuant to a proposal or requisition of shareholders made in accordance with the provisions of the *Business Corporations Act* (Ontario) must provide timely notice in writing to the Corporate Secretary of the Corporation. To be timely, a shareholder's notice must be received by the Corporation:

- in the case of an annual general meeting, no later than close of business on the 30<sup>th</sup> nor earlier than the close of business on the 65<sup>th</sup> day before the meeting date, provided, however, that in the event the first public announcement of the date of such meeting is less than 40 days prior to the meeting date, notice may be made not later than the close of business on the 10<sup>th</sup> day following the day on which public announcement of the date of such annual general meeting was first made by the Corporation; and
- in the case of a special meeting called for the purposes of electing directors, no later than the close of business on the 15<sup>th</sup> day following the day on which public announcement of the date of the special meeting is first made by the Corporation.

The Advance Notice By-Law prescribes the proper written form for a shareholder's notice as well as additional requirements in connection with nominations. Shareholders who fail to comply with the advance notice requirements will not be entitled to make nominations for directors at meetings of shareholders. The board of directors may, in its sole discretion, waive the timely notice requirements above.

At the Meeting, shareholders are being asked to consider and, if thought advisable, approve an ordinary resolution in the following form in connection with the Advance Notice By-Law:

**“BE IT RESOLVED THAT:**

- (1) the Advance Notice By-Law of the Corporation, as set out in Schedule “A” to the Information Circular of the Corporation dated October 15, 2020, be and the same is hereby ratified, confirmed and approved; and
- (2) any director or officer of the Corporation be and is hereby authorized to execute and deliver all such documents and to do all such other acts as may be necessary or desirable to give effect to this resolution.”

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form in favour of the approval, confirmation and ratification of the Advance Notice By-Law. The directors of the Corporation recommend that shareholders vote in favour of the approval of the Advance Notice By-Law. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

**9. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as noted below, none of the informed persons (as such term is defined in NI 51-102) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction of the Corporation since October 1, 2019 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

In January 2020, the Corporation borrowed \$10,000 from each of Toby Pierce and James Greig, prior to them becoming informed persons of the Corporation.

In July 2020, Toby Pierce and James Greig each participated in the Corporation’s non-brokered private placement by each subscribing for \$33,750 of units of the Corporation, consisting of 300,000 Common Shares and warrants exercisable for 300,000 Common Shares.

**10. AUDITOR**

The auditor of the Corporation is DNTW Toronto LLP. DNTW Toronto LLP was first appointed as auditor effective December 18, 2018.

**11. MANAGEMENT CONTRACTS**

Except as disclosed herein in connection with the Management Agreement, there are no management functions of the Corporation which are to any substantial degree performed by a person or a company other than the directors or executive officers of the Corporation.

**12. PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

Other than the foregoing, management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

**13. ADDITIONAL INFORMATION**

Additional information relating to the Corporation, including copies of the Corporation's financial statements and Management's Discussion and Analysis is available on SEDAR at [www.sedar.com](http://www.sedar.com), copies of which may be obtained from the Corporation upon request. The Corporation may require the payment of a reasonable charge if the request is made by a person who is not a shareholder of the Corporation.

DATED this 15<sup>th</sup> day of October, 2020.

**BY ORDER OF THE BOARD**

*(signed) “James Greig”*  
**Chief Executive Officer**

**SCHEDULE "A"**  
**ADVANCE NOTICE BY-LAW**

See attached.



### BY-LAW NO. 3

A by-law respecting the advance notice of nominations of directors of

#### **PROSPECT PARK CAPITAL CORP.**

(herein called the "**Corporation**")

BE IT AND IT IS HEREBY ENACTED as a By-law of the Corporation as follows:

1. Interpretation. In this by-law, unless the context otherwise requires,
  - (i) “**Act**” means the *Business Corporations Act* (Ontario), and includes the regulations made pursuant thereto;
  - (ii) “**Affiliate**”, when used to indicate a relationship with a person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person;
  - (iii) “**Applicable Securities Laws**” means the *Securities Act* (Ontario) and the equivalent legislation in or applicable to the other provinces and territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the applicable provinces and territories of Canada and of any cooperative capital markets regulatory authority;
  - (iv) “**Associate**”, when used to indicate a relationship with a specified person, shall mean (A) any corporation or trust of which such person owns beneficially, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such corporation or trust for the time being outstanding, (B) any partner of that person, (C) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, (D) a spouse of such specified person, (E) any person of either sex with whom such specified person is living in conjugal relationship outside marriage or (F) any relative of such specified person or of a person mentioned in clauses (D) or (E) of this definition if that relative has the same residence as the specified person;
  - (v) “**board**” means the board of directors of the Corporation;
  - (vi) “**Meeting of Shareholders**” shall mean such annual shareholders meeting or special shareholders meeting, whether general or not, at which one or more persons are nominated for election to the board by a Nominating Shareholder;
  - (vii) “**owned beneficially**” or “**owns beneficially**” means, in connection with the ownership of shares in the capital of the Corporation by a person, (A) any such shares as to which such person or any of such person’s Affiliates or Associates owns at law or in equity, or has the right to acquire or become the owner at law or in equity, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to any securities, or pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (B) any such shares as to which such person or any of such person’s Affiliates or Associates has the right to vote, or the right to direct the voting, where such right is exercisable immediately or after the passage

of time and whether or not on condition or the happening of any contingency or the making of any payment, pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; and (C) any such shares which are owned beneficially within the meaning of this definition by any other person with whom such person is acting jointly or in concert with respect to the Corporation or any of its securities; and

- (viii) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation or its agents under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com).

## 2. Nomination of Directors

- (a) Subject only to the Act, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders (but only if the election of directors is a matter specified in the notice of meeting given by or at the direction of the person calling such special meeting):
- (i) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting;
  - (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or
  - (iii) by any person (a “**Nominating Shareholder**”) (A) who, at the close of business on the date of the giving of the notice provided for below in this section 2 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (B) who complies with the notice procedures set forth below in this section 2.
- (b) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given (i) timely notice thereof in proper written form to the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with this section 2 and (ii) the representation and agreement with respect to each candidate for nomination as required by, and within the time period specified in section 2(e).
- (c) To be timely under section 2, a Nominating Shareholder’s notice to the Secretary of the Corporation must be made:
- (i) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 40 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10<sup>th</sup>) day following the Notice Date; and
  - (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15<sup>th</sup>) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this section 2(c).

- (d) To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation under section 2(b)(i), must set forth:
  - (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, (D) a statement as to whether such person would be "independent" of the Corporation (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators, as such provisions may be amended, or pursuant to any regulations or statutes which may supersede such provisions, from time to time) if elected as a director at such meeting and the reasons and basis for such determination and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws; and
  - (ii) as to the Nominating Shareholder giving the notice, (A) any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws, and (B) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice.
- (e) To be eligible to be a candidate for election as a director of the Corporation and to be duly nominated, a candidate must be nominated in the manner prescribed in this section 2 and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Secretary of the Corporation at the principal executive offices of the Corporation, not less than 5 days prior to the date of the Meeting of Shareholders, a written representation and agreement (in form provided by the Corporation) that such candidate for nomination, if elected as a director of the Corporation, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Corporation applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the Secretary of the Corporation shall provide to such candidate for nomination all such policies and guidelines then in effect).
- (f) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this section 2; provided, however, that nothing in this section 2 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

- (g) Notwithstanding any other provision to this section 2, notice or any delivery given to the Secretary of the Corporation pursuant to this section 2 may only be given by personal delivery, facsimile transmission or by email (provided that the Secretary of the Corporation has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (h) In no event shall any adjournment or postponement of a Meeting of Shareholders or an announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described in section 2(c) or the delivery of a representation and agreement as described in section 2(e).
- (i) Notwithstanding the foregoing provisions of this section 2, the provisions of this section 2 shall not take effect until approved by shareholders at a Meeting of Shareholders.

**ADOPTED AND APPROVED** by the directors of the Corporation as of the 2<sup>nd</sup> day of October, 2020 as evidenced by the signature of the Chief Executive Officer endorsed below.

\_\_\_\_\_  
James Greig

**CONFIRMED** by the shareholders of the Corporation as of the \_\_\_\_ day of \_\_\_\_\_, 2020, as evidenced by the signature of the Chief Executive Officer endorsed below.

\_\_\_\_\_  
James Greig

PROSPECT PARK CAPITAL CORP.