

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 16th 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.

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 15th day of October, 2020.

BY ORDER OF THE BOARD

(signed) “James Greig”
Chief Executive Officer