

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Prospect Park Capital Corp. (the “Company”)
100 King Street West, Suite 6000
1 First Canadian Place
Toronto, Ontario M5X 1E2

2. Date of Material Change

March 1, 2021

3. News Release

A news release with respect to the material change referred to in this report was disseminated on March 2, 2021 through GlobeNewswire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

The Company entered into a definitive agreement with DiiTalk Communications Inc. (“DiiTalk”) and PPK Acquisition Corp., a wholly owned subsidiary of the Company, wherein the parties have agreed to the Company acquiring all of the issued and outstanding securities of DiiTalk.

5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the news releases attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information, please contact James Greig, Chief Executive Officer of the Company, at (778) 788-2745.

9. Date of Report

March 11, 2021

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.

PROSPECT PARK CAPITAL ANNOUNCES PROPOSED NEW INVESTMENT

ENTERS INTO AGREEMENT TO ACQUIRE DII TALK AND AMENDS INVESTMENT POLICY

Vancouver, British Columbia – March 2, 2021 – Prospect Park Capital Corp. (the “**Company**”) (TSXV:PPK), a public investment issuer, is pleased to announce it has entered into a definitive agreement dated March 1, 2021 (the “**Agreement**”) with DiiTalk Communications Inc. (“**DiiTalk**”) and PPK Acquisition Corp., a wholly owned subsidiary of the Company, wherein the parties have agreed to the Company acquiring all of the issued and outstanding securities of DiiTalk (the “**Proposed Investment**”).

DiiTalk, a corporation existing under the laws of British Columbia, is in the business of operating a rewards-based communication platform and the provision of services in connection therewith, including, without limitation, VOIP calling, SMS messaging, analytics engine, mobile apps and add engines. Additional information regarding DiiTalk can be found at <https://www.diiTalk.com/>.

Pursuant to the Agreement, DiiTalk and PPK Acquisition Corp. will amalgamate with the amalgamating corporation (to be named DiiTalk Communications Inc.) becoming a wholly owned subsidiary of the Company. In consideration for amalgamating with PPK Acquisition Corp., the shareholders of DiiTalk will receive an aggregate of 15,000,000 common shares of the Company, and the holders of convertible securities of DiiTalk (namely, common share warrants) will receive warrants of the Company exercisable for an aggregate of (subject to an exchange ratio) approximately 95,088 common shares of the Company at \$0.25 per share. The securities of the Company to be issued in connection with the Proposed Investment shall be issued pursuant to the provisions of section 2.11(a) of National Instrument 45-106 - *Prospectus Exemptions*.

Following the completion of the Proposed Investment, assuming no additional common shares of the Company are issued prior to closing, it is expected that 47,347,074 common shares of the Company will be issued and outstanding. The current shareholders of the Company will hold approximately 68.3% of the common shares of the Company and the current shareholders of DiiTalk will hold approximately 31.7% of the common shares of the Company.

None of the Non-Arm’s Length Parties (as such term is defined by the TSX Venture Exchange (the “**Exchange**”)) of the Company have any interest in DiiTalk and the Proposed Investment is not a “related party transaction” as such term is defined by Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* and is not subject to Policy 5.9 of the Exchange. In addition, no new Insiders (as such term is defined by the Exchange) are expected to be created as a result of the Proposed Investment.

Closing of the Proposed Investment remains subject to several conditions precedent, including approval of the shareholders of DiiTalk and approval of the Exchange.

Trading in the common shares of the Company on the Exchange will remain halted until lifted by the Exchange.

Additional information will be released by the Company as it occurs. There can be no assurance that any investments (including the particular acquisition contemplated herein) will be completed as proposed or at all or the timing of any investments.

In connection with the execution of the Agreement and the Proposed Investment, the board of directors of the Company has amended its Statement of Investment Policies and Procedures (the “**Investment Policy**”) to remove any focus on any specific industry. The Investment Policy provides broad investment guidelines for the management of the Company with respect to the assets of the Company. A copy of the new Investment Policy is available under the Company’s profile on SEDAR at www.sedar.com.

For more information please contact: James Greig
Chief Executive Officer

Prospect Park Capital Corp.
Tel: (778) 788-2745

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company, including, the completion of the acquisition, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions, including: receipt of all necessary approvals for the acquisition; and all closing conditions being waived or satisfied in a timely manner. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Examples of such risk factors include, without limitation: credit; market (including equity, commodity, foreign exchange and interest rate); liquidity; operational (including technology and infrastructure); reputational; insurance; strategic; regulatory; legal; environmental; capital adequacy; the general business and economic conditions in the regions in which the Company's investee's operate; the ability of the Company to execute on key priorities, including the successful completion of investments and strategic plans and to attract, develop and retain key executives; difficulty integrating newly acquired businesses; the ability to implement business strategies and pursue business opportunities; disruptions in or attacks (including cyber-attacks) on the Company's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behavior to which the Company is exposed; the failure of third parties to comply with their obligations to the Company or its affiliates; the impact of new and changes to, or application of, current laws and regulations; granting of permits and licenses in a highly regulated businesses of investee's; the overall difficult litigation environment, including in the U.S.; increased competition; changes in foreign currency rates; increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies, and methods used by the Company; the occurrence of natural and unnatural catastrophic events and claims resulting from such events; and risks related to COVID-19 including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession; as well as those risk factors discussed or referred to in the Company's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.