

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

April 7, 2021

3. News Release

A news release with respect to the material change referred to in this report was disseminated on April 12, 2021 through GlobeNewswire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

The Company entered into an agreement terminating its definitive agreement with Diitalk Communications Inc. (“Diitalk”) and PPK Acquisition Corp., a wholly owned subsidiary of the Company, wherein the parties had agreed that the Company would acquire 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

April 17, 2021

PROSPECT PARK CAPITAL ANNOUNCES CONVERTIBLE DEBENTURE INVESTMENT IN DIITALK COMMUNICATIONS

Vancouver, British Columbia – April 12, 2021 – Prospect Park Capital Corp. (the “**Company**”) (TSXV:PPK), a public investment issuer, is pleased to announce it has entered into a \$150,000 principal amount convertible debenture with Diitalk Communications Inc. (“**Diitalk**”) pursuant to which the Company has agreed to lend Diitalk \$150,000 for 24 months at a rate of 10.0% per annum payable semi-annually (the “**Proposed Debt Investment**”). At the option of the Company the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of Diitalk at \$0.02 per share. Diitalk currently has 75,321,388.33 common shares issued and outstanding.

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 Debt 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, as a result of the Exchange taking the position that the acquisition of Diitalk by the Company announced on March 2, 2021 (the “**Proposed Equity Investment**”) would be treated by the Exchange as a Change of Business (as such term is defined by the Exchange), the parties have mutually agreed to terminate the Proposed Equity Investment. The parties are trying to restructure the Proposed Equity Investment so as not to be deemed to be a Change of Business by the Exchange and will update the market when and if this is achieved.

Trading in the common shares of the Company on the Exchange will re-commence on April 15, 2021.

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

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.

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.