PROSPECT PARK CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2021

INTRODUCTION

This Management's Discussion and Analysis ("**MD&A**") is dated May 31, 2021, unless otherwise indicated and should be read in conjunction with the unaudited condensed interim financial statements of Prospect Park Capital Corp. (the "**Company**") for the three and six months ended March 31, 2021 and the audited financial statements for the year ended September 30, 2020, and the related notes thereto. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three and six months ended March 31, 2021 are not necessarily indicative of the results that may be expected for any future period.

The Company applies International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the IFRS Interpretations Committee ("**IFRIC**").

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that such risk factors, uncertainties and other factors are not exhaustive. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the Company's ability to meet its working capital needs at the current level for the next twelve-month period; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; and general business and economic conditions.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act* (Ontario) on September 7, 2012 and is a public investment corporation listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol PPK.

On February 3, 2021, the Company completed a split of its common shares, on the basis of three post-split common shares for each one pre-split common share. As a result, all outstanding common shares and stock option information presented in the MD&A has been retroactively adjusted on this basis.

As at the date of this MD&A, the Company has two investments:

Diitalk Communications Inc. ("Diitalk")

$150,000 principal amount convertible debenture issued by Diitalk to the Company that bears interest at a rate of 10.0% per annum payable semi-annually that matures on April 12, 2023. 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.

1289580 B.C. Ltd. o/a GetTheSupport ("GetTheSupport")

$150,000 principal amount convertible debenture issued by GetTheSupport to the Company that bears interest at a rate of 10.0% per annum payable semi-annually that matures on May 10, 2023. At the option of the Company the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of GetTheSupport at $0.10 per share.

DISCUSSION OF OPERATIONS

As at March 31, 2021, the Company had assets (all cash and cash in trust) of $1,188,357 compared to $233,765 at September 30, 2020. The increase in cash was due to the closing of a non-brokered private placement on January 19, 2021, wherein the Company raised gross proceeds of $998,512 through the issuance of 14,264,463 common shares of the Company at $0.07 per share (the "**Offering**").

Liabilities (all current) of $59,234 (September 30, 2020 - $149,003), consisted of accounts payable and accrued liabilities of $59,234 (September 30, 2020 - $ 48,993), and $nil (September 30,2020 - $100,010) of unsecured promissory notes issued in January 2020 to seven lenders (the "**Notes**"). On January 19, 2021, the Company closed a securities for debt transaction with the lenders, pursuant to which it issued an aggregate of 1,580,139 units of the Company at a deemed price of $0.07 per unit in satisfaction of $110,610 in full and final satisfaction of the Notes (including accrued interest). Each unit consisted of one common share of the Company and one warrant with each warrant exercisable for one common share of the Company at $0.093 per share for twenty-four months from closing. Two of the lenders are current directors of the Company but they acquired the Notes (for an aggregate principal amount of $20,000) prior to becoming directors of the Company.

During the period, 2,280,000 common shares of the Company were issued on the exercise of 2,280,000 warrants for proceeds of $174,800.

For the three and six months ended March 31, 2021, the Company had a net loss of $125,494 and $149,257, compared to net income of $94,229 and $88,949 for the three and six months ended March 31, 2021 (with basic and diluted loss per share of $0.00 and $0.01 for the three and six months ended March 31, 2020, compared to a basic and diluted income per share of $0.02 and $0.02 for the three and six months ended March 31, 2020).

The following is a summary of operations for the three and six months ended March 31, 2021 and March 31, 2020:

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
Expenses:				
Operating, general and administrative	$ 125,494	$ 48,634	$ 146,232	$ 53,914
Interest expense	-	2,500	3,025	2,500
	125,494	51,134	149,257	56,414
Other income:				
Gain on settlement of debt	-	(145,363)	-	(145,363)
Net income (loss) and comprehensive income (loss)	$ (125,494)	$ 94,229	$ (149,257)	$ 88,949

The breakdown of operating, general and administrative expenses are as follows:

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
Legal fees and disbursements	$ 74,595	$25,317	$ 80,134	$25,317
Accounting and audit	5,528	3,185	9,528	7,705
Regulatory fees	7,005	12,009	12,433	12,009
Transfer agent	4,149	7,917	8,038	8,588
Consulting	27,900	-	27,900	-
Office and general	6,317	206	8,199	295
	$125,494	$48,634	$146,232	$53,914

SUBSEQUENT EVENTS

In April 2021, Diitalk issued a $150,000 principal amount convertible debenture to the Company that bears interest at a rate of 10.0% per annum payable semi-annually that matures on April 12, 2023. 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.

In May 2021, GetTheSupport issued a $150,000 principal amount convertible debenture to the Company that bears interest at a rate of 10.0% per annum payable semi-annually that matures on May 10, 2023. At the option of the Company the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of GetTheSupport at $0.10 per share.

SELECTED QUARTERLY INFORMATION

A summary of selected financial information for the previous eight quarters is presented below:

Three Months Ended	Net Revenues ($)	Net Income (Loss) Total ($)	Net Income (Loss) Basic and Diluted Income (Loss) Per Share[(1)] ($)
March 31, 2021	-	(125,494)	(0.00)
December 31, 2020	-	(23,763)	(0.00)
September 30, 2020	-	(13,925)	(0.00)
June 30, 2020	-	(20,884)	(0.00)
March 31, 2020	-	94,230	0.02
December 31, 2019	-	(5,281)	(0.00)
September 30, 2019	-	(133,769)	(0.01)
June 30, 2019	-	(7,165)	(0.00)

(1) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

LIQUIDITY AND CASH FLOW

At March 31, 2021, the Company had cash and cash in trust of $1,188,357 (September 30, 2020 - $233,765), and working capital of $1,129,123 (September 30, 2020 - $84,762).

During the three and six months ended March 31, 2021, the Company had an increase in cash and cash in trust of $954,592 (2020 - decrease of $6,846). Cash used in operating activities was $128,415 compared to $93,164 in 2020. The increase is the result of corporate restructuring expenses.

During the three and six months ended March 31, 2021, the Company received $174,800 from the exercise of warrants, and net proceeds of $908,208 from the Offering.

CAPITAL RESOURCES

The Company relies upon various sources of funds for its ongoing operating and investing activities. These sources include proceeds from dispositions of investments, interest income from investments, capital raising activities such as private placement debt and equity financings, and corporate borrowings from the Company’s bank and brokers.

Management recognizes the need for improved cash flow and liquidity for future operations and growth. Management closely monitors the Company’s current cash position and the short-term and long-term cash requirements. The Company may be required to obtain additional funding to take advantage of the market opportunities. If additional funding is required, an issuance of common shares or debt will most likely be a component of the funding.

The Company’s operations currently generate negative cash flow and may depend on equity sales or other means of financing to assist in financing its operations, cover administrative costs and finance growth. The ability of the Company to continue operations is dependent upon obtaining additional financing. The timing and ability to do so will depend on the liquidity of the financial markets as well as the acceptance of investors to small cap companies, in addition to the results of the Company’s operation. There can be no guarantee that the Company will be able to secure any required financing.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

RELATED PARTY TRANSACTIONS

Related parties include officers and directors of the Company, close family members, enterprises and others that the Company does not deal with at arm's length. The below noted transactions are in the normal course of business.

(i) During the six months ended March 31, 2021, the Company was charged $5,000 (six months ended March 31, 2020 - $5,085) in accounting services by CFO Advantage Inc., a company owned by Kyle Appleby, the Chief Financial Officer of the Company. In January 2020, the Company entered into an agreement to settle $95,740 of debt with CFO Advantage Inc. in exchange for $45,000. As at March 31, 2021, $6,325 (September 30, 2020 - $1,325) is included in accounts payable and accrued liabilities for outstanding fees.

(ii) During the six months ended March 31, 2021, the Company was billed $105,398 (six months ended March 31, 2020 - $25,317) by DLA Piper (Canada) LLP for legal expenses (including costs/disbursements of the Company paid by DLA Piper (Canada) LLP)). Robbie Grossman is a partner of DLA Piper (Canada) LLP and an officer and director of the Company. Included in the March 31, 2021 accounts payable and accrued liabilities is $19,660 (September 30, 2020 - $21,535) due to DLA Piper (Canada) LLP for legal expenses and disbursements.

(iii) During the six months ended March 31, 2021, the Company was charged $12,150 (six months ended March 31, 2020 - $Nil) in consulting fees by two directors of the Company (James Greig and Toby Pierce). Included in the March 31, 2021 accounts payable and accrued liabilities is $3,150 (September 30, 2020 - $Nil) due to James Greig.

(iv) Two of the lenders of the Notes (James Greig and Toby Pierce) are current directors of the Company but they acquired the Notes (for an aggregate principal amount of $20,000) prior to becoming directors of the Company. They were directors of the Company on January 19, 2021 at the time of the securities for debt transaction.

(v) Three directors subscribed for shares in the Offering (James Greig – 720,000 shares, Toby Pierce – 1,050,000 shares, and Robbie Grossman – 225,000 shares).

RISK FACTORS

An investment in the Company and the common shares should be considered highly speculative and investors should carefully consider all of the information disclosed in this MD&A prior to making an investment. In addition to the other information presented in this MD&A, the following risk factors should be given special consideration when evaluating an investment in the Company or the common shares.

The value of the shares of the Company will fluctuate based on the value of the Company's investment portfolio and general market conditions. There can be no assurance that shareholders will realize any gains from their investment in the Company and may lose their entire investment.

There is no assurance that the investment objectives of the Company will actually be achieved. The value of the shares of the Company will increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Company's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

Please refer to the section entitled "Risk Factors " in the Company's annual management's discussion & analysis for the fiscal year ended September 30, 2020, available on SEDAR at www.sedar.com.

RECENT ACCOUNTING PRONOUNCEMENTS

IAS 1, Presentation of Financial Statements

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements to clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and is unaffected by expectations about whether or not an entity will exercise their right to defer settlement of a liability. The amendments further clarify that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively. The Company is currently evaluating the impact of these amendments on its financial statements and will apply the amendments from the effective date.

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 Company 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.

(b) Interest Rate Risk:

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

(c) Liquidity Risk:

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

(d) Capital Management:

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Company'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 Company does not have any externally imposed capital requirements to which it is subject. The Company 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 Company may attempt to issue new shares.

(e) Currency Risk:

The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold material balances in foreign currencies to give rise to exposure to foreign exchange risk.

SHARE CAPITAL

As of the date of this MD&A, the Company had 32,347,072 issued and outstanding common shares. In addition, the Company had common share purchase warrants outstanding exercisable for 9,196,863 common shares, and incentive stock options outstanding exercisable for 95,088 common shares. Therefore, the Company had 41,639,023 common shares on a fully diluted basis.