PROSPECT PARK CAPITAL CORP.

CSE FORM 2A
Listing Statement

July 12, 2021

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INTRODUCTION

This listing statement ("**Listing Statement**") is furnished in connection with the proposed listing of common shares of Prospect Park Capital Corp. on the Canadian Securities Exchange.

1. ABOUT THIS LISTING STATEMENT

1.1 Glossary of Terms

The following is a glossary of certain terms used in this Listing Statement. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"**affiliate**" has the meaning set forth in the Securities Act;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, including the regulations promulgated thereunder;

"**Board**" means the board of directors of PPK, as may be constituted from time to time;

"**CSE**" means the Canadian Securities Exchange;

"**Committee**" has the meaning set forth under "*General Description of the Business - Lending and Investment Policies and Restrictions".*

"**DiiTalk**" refers DiiTalk Communications Inc., a corporation incorporated on December 5, 2017 under the BCBCA;

"**GetTheSupport**" refers 1289580 B.C. Ltd. o/a GetTheSupport, a corporation incorporated on February 18, 2021 under the BCBCA;

"**Investment Policy**" means the Issuer's Statement of Investment Policies and Procedures attached as Schedule C hereto.

"**Issuer**" or "**PPK**" refers to Prospect Park Capital Corp., a corporation incorporated on September 7, 2012 under the OBCA;

"**NI 51-102**" means National Instrument 51-102 - *Continuous Disclosure Obligations*;

"**Notes**" means the unsecured promissory notes of the Issuer for an aggregate principal amount of $100,010;

"**OBCA**" means the *Business Corporations Act* (Ontario), as amended, including the regulations promulgated thereunder;

"**person**" includes any individual, a sole proprietorship, firm, partnership, joint venture, venture capital fund, limited liability company, unlimited liability company, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, union, Governmental Authority, syndicate or other entity, whether or not having legal status;

"**PPK Option**" means an incentive stock option to purchase an PPK Share;

"**PPK Shares**" means the common shares in the capital of PPK;

"**PPK Shareholders**" means holders of PPK Shares at the applicable time;

"**PPK Option Plan**" means the fixed number stock option plan of PPK, as constituted as of the date hereof;

"**Securities Act**" means the *Securities Act* (Ontario) and the rules, regulations and policies made thereunder, as now in effect and as they may be amended from time to time;

"**Split**" means the split of the PPK Shares, on the basis of three post-split PPK Shares for each one pre-split PPK Share;

"**Tax Act**" means the *Income Tax Act* (Canada), R.S.C. 1985, c.1 (5th Supp.), including the regulations promulgated thereunder, as amended;

"**TSXV**" means the TSX Venture Exchange; and

"**United States**" means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

1.2 Information Concerning Forward-Looking Statements

Except for statements of historical fact contained herein, the information presented in this Listing Statement constitutes forward-looking statements or information (collectively "**forward-looking statements**") within the meaning of Canadian securities legislation. These statements relate to future events or PPK'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 contained herein speak only as of the date hereof or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond PPK's ability to predict or control. Please also make reference to those risk factors referenced in the "*Risk and 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 Listing Statement. 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 Listing Statement speak only as of the date of this Listing Statement or as of the date specified in such statement.

Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of PPK to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, without limitation: identification of partners to complete a transaction; successfully negotiating a definitive agreement with a party to a transaction; the conditions to a transaction being satisfied or waived; applicable board, shareholder, stock exchange, court and regulatory approval of any proposed transaction; changes in law; the ability to implement business strategies and pursue business opportunities; the state of the capital markets; the availability of funds and resources to pursue operations; competition; the time, outcome and cost of any inquiries, audits or litigation with insurance providers, or federal, state or local regulators; fluctuations in exchange rates; general economic, market and business conditions, dependence on debt markets and interest rates, demand for the lending products PPK offers at interest rates higher than at which PPK can borrow, a novel business model, granting of permits and licenses in a highly regulated business, difficulty integrating newly acquired businesses, new technologies, risk of billing irregularities by borrowers, low profit market segments, as well as general economic, market and business conditions and other risks factors including those found in this Listing Statement under Section 17 "*Risk Factors*" and in the documents incorporated by reference herein, as well as those risk factors discussed or referred to in PPK's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com. Should any factor affect PPK 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, PPK does not assume responsibility for the accuracy or completeness of such forward-looking information.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the forward-looking statements are made and PPK undertakes no obligation to update any forward-looking statement if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

1.3 Market and Industry Data

This Listing Statement includes market and industry data relevant to the Issuer's business that has been obtained from third party sources, including industry publications. The Issuer believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Issuer has not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

1.4 Currency

In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

1.5 Interpretation

All references to PPK Shares, PPK Options and other securities of PPK set out in this Listing Statement are presented on a post-Split basis.

2. CORPORATE STRUCTURE

2.1 Corporate Name of the Issuer, Head and Registered Office

The full corporate name of the Issuer is Prospect Park Capital Corp.

PPK has its registered and head office at Suite 6000, 1 First Canadian Place, 100 King Street West Toronto, Ontario M5X 1E2.

2.2 Jurisdiction of Incorporation

The Issuer was incorporated under the OBCA on September 7, 2012. The articles of the Issuer were amended on October 30, 2012 to remove private company transfer restrictions in respect of its securities and subsequently on February 2, 2021 in connection with the Split.

2.3 Intercorporate Relationships

PPK Acquisition Corp., a BCBCA corporation, a wholly-owned subsidiary of the Issuer, is the only subsidiary of the Issuer. PPK Acquisition Corp. is inactive and was recently incorporated for a potential investment that did not proceed.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development of the Issuer's Business

The Issuer is a public investment corporation listed for trading on the TSXV under the symbol "PPK". The following is a summary of the general development of PPK's business over its three most recently completed financial years to present.

October 1, 2020 to Present

On May 10, 2021, the Issuer invested in GetTheSupport pursuant to a $150,000 principal amount convertible debenture with GetTheSupport wherein the Issuer agreed to lend GetTheSupport $150,000 for 24 months at a rate of 10.0% per annum payable semi-annually. At the option of the Issuer the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of GetTheSupport at $0.10 per share. GetTheSupport had 23,225,000 common shares issued and outstanding as of the issuance of the debenture. GetTheSupport is an AI enabled, digitally mediated communication platform that brings patients and qualified practitioners (licensed counselors, psychologists, psychiatrists and mental health providers) together using a broad spectrum of digital communications modes (text, chat, phone, video) into an integrated platform. The platform provides for continuous and consistent care where video quality materially affects the therapeutic experience.

On April 12, 2021, the Issuer invested in Diitalk pursuant to a $150,000 principal amount convertible debenture with Diitalk wherein the Issuer agreed to lend Diitalk $150,000 for 24 months at a rate of 10.0% per annum payable semi-annually. At the option of the Issuer the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of Diitalk at $0.02 per share. Diitalk had 75,321,388.33 common shares issued and outstanding as of the issuance of the debenture. Diitalk 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.

On March 1, 2021, the Board amended its Investment Policy to remove any focus on any specific industry. The Investment Policy provides broad investment guidelines for the management of the Issuer with respect to the assets of the Issuer.

On February 3, 2021, the Issuer completed the Split, on the basis of three post-Split PPK Shares for each one pre-Split PPK Share.

On January 19, 2021, the Issuer closed a securities for debt transaction with seven lenders, pursuant to which it issued an aggregate of 1,580,139 units of the Issuer at a deemed price of $0.07 per unit in satisfaction of $110,610 (including accrued interest) in full and final satisfaction of the Notes. Each unit consisted of one PPK Shares and one warrant with each warrant exercisable for one PPK Shares at $0.093 per share for 24 months from closing. Two of the lenders are current directors of the Issuer but they acquired the Notes (for an aggregate principal amount of $20,000) prior to becoming directors of the Issuer.

On January 19, 2021, the Issuer closed a non-brokered private placement pursuant to which it raised gross proceeds of $998,512 through the issuance of 14,264,463 PPK Shares at $0.07 per share. In connection with the offering, the Issuer paid registered dealers (i) an aggregate cash commission of $62,947, and (ii) non-transferable finder's warrants to purchase 899,244 PPK Shares at an exercise price of $0.07 per share for a period of 24 months from closing. All three directors of the Issuer participated in the offering.

On October 2, 2020, the Issuer amended its Statement of Investment Policies and Procedures to change the focus of the Issuer from healthcare investments to investments in the resource sector.

Year ended September 30, 2020

On July 14, 2020, the Issuer completed a non-brokered private placement for gross proceeds of $312,413 through the issuance of 2,777,000 units of the Issuer at $0.1125 per unit, where each unit consisted of (i) one PPK Share, and (ii) one transferable common share purchase warrant entitling the holder thereof to acquire one additional PPK Share at a price of $0.23 per share until the date that is 24 months from closing. In connection with the private placement, the Issuer paid finder's fees of an aggregate of $24,993 and issued compensation options for 222,160 PPK Shares at $0.1125 per share for twenty-four (24) months from closing.

Effective April 2, 2020 at market open, the Issuer effected the consolidation of the PPK Shares on the basis of one new post-consolidation PPK Share for every five pre-consolidation PPK Shares.

On January 23, 2020, the Issuer announced that each of Samuel Herschkowitz (CEO and director), Jeffrey Barnes (director) and Seymour Fein (director) submitted their resignations and their vacancies were filled by James Greig (CEO and director) and Toby Pierce (director).

On January 23, 2020, it was also announced that the Issuer and Prospect Park Management Limited Partnership, a limited partnership formed under the laws of the Province of Ontario, mutually agreed to terminate, effective immediately, the management agreement dated September 25, 2014, pursuant to which Prospect Park Management Limited Partnership previously provided management, investment, valuation and administrative services and facilities to the Issuer and was responsible for its day-to-day operations.

On January 23, 2020, the Issuer announced that it issued to six arm's length lenders Notes for an aggregate principal amount of $80,010, which Notes have a term of 12 months and bear interest at a rate of 12% per annum payable on maturity.

Year ended September 30, 2018 and 2019

The Issuer had no material events during the years ended September 30, 2018 and 2019.

3.2 Acquisitions and Dispositions

Since October 1, 2019, PPK has not completed any significant (i) acquisition for which financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus, and (ii) disposition for which pro forma financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus.

PPK currently has no plans for any probable significant acquisitions or probable significant dispositions.

3.3 Trends, Commitments, Events or Uncertainties

Except as set out in this Listing Statement, as at the date hereof, there are no current trends, commitments, events or uncertainties presently known or reasonably expected by management of the Issuer that would be expected to have a material effect on PPK's business, financial condition or results of operations, other than as disclosed elsewhere in this Listing Statement. For a general discussion of potential trends, commitments, events, or uncertainties, please refer to the discussions set out in section 4 "*Narrative Description of the Business*", section 6 "*Management's Discussion and Analysis*", and section 17 "*Risk Factors*".

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 General Description of the Business

PPK is an investment company that carries on business with the objective of enhancing shareholder value. PPK will seek to accomplish this objective by making use of the experience, expertise and opportunity flow of its management and Board to opportunistically make investments sector. Such investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that PPK believes will enhance value for the shareholders of PPK in the long term.

Pursuant to the Investment Policy, the Company's business objective is to give its shareholders the opportunity to indirectly participate in investments in (i) early stages of a target company's development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) target companies that require strategic guidance and thus are undervalued, which investments would commonly not be otherwise available to such shareholders.

Subject to the availability of capital, PPK intends to create a focused portfolio of investments, the composition of which will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk. The investments of PPK will be made in accordance with the Investment Policy, with the goal of maximizing value for the benefit of its shareholders.

PPK was incorporated on September 7, 2012 and was originally a CPC (as such term is defined by the TSXV) that commenced trading on the TSXV under the trading symbol "PPK.P" on March 28, 2013. PPK has been operating as an investment issuer since it completed its Qualifying Transaction (as such term is defined by the TSXV) on October 20, 2014 with SOK Partners LLC and IOI, LLC. Upon completion of the Qualifying Transaction, the PPK Shares commenced trading on the TSXV under the trading symbol "PPK" on October 24, 2014.

Business Objectives

Over the next 12 months, the Issuer intends to evaluate investment opportunities. The Issuer intends to research, evaluate and potentially execute on investments and acquisitions to diversify its investment portfolio. The Issuer intends to continue to explore strategic investments.

The Issuer's objective is to seek high return investment opportunities by investing in enterprises that have the potential to be commercially viable and have visibility toward high growth and to invest, wherever practicable, for the purpose of being actively involved in the management of any such target company in which it invests, including seeking board representation or board observation rights. When the Issuer makes equity investments, they will often be accompanied by share purchase warrants with the expectation of enhancing the return on account of the increased risk. It is anticipated that debt investments will often include conversion rights and be accompanied by bonus shares or warrants, and will typically be secured by tangible assets of sufficient value to safeguard the investment. See "*Information Concerning Forward-Looking Statements*" and "*Risk Factors*".

It is the intention of the Issuer to invest in various stages of development of target companies in an effort to seek diversification. Subject to availability of capital, the Issuer intends to create a diversified portfolio of investments consisting of equity and/or debt investments. The composition of the investment portfolio will depend, in part, on available capital and investment opportunities available to the Issuer and will vary over time depending on an array of factors, including the state of financial markets.

At this time, the Issuer does not intend to focus or concentrate its investments in any particular sector or industry. Rather, the Issuer intends to seek to broaden its investment portfolio based on an assessment of industries from time to time in which the Board and Committee, as applicable, expects will generate positive returns. The Investment Policy does not restrict the Issuer from investing in any particular industries or sectors, thereby allowing the Issuer to broaden or concentrate its portfolio where it is expected to be most advantageous at any particular time and from time to time. Notwithstanding that there are no limitations on the industry in which the Issuer may invest, its current investments are focussed towards to health related endeavours.

Significant Events and Milestones

The continued growth and expansion of PPK's business and corresponding investment portfolio does not involve satisfaction of any specific events or milestones. In addition, the Issuer does not anticipate that it will incur any significant costs that would be outside of its normal course of business in connection with the growth and diversification of portfolio of investments.

In exploring and evaluating potential expansion or divestiture opportunities, PPK will perform due diligence in connection with the opportunity to assess the merits, risks and potential value to the PPK shareholders. If, after its due diligence, PPK decides to pursue any investment or acquisition, it will evaluate the costs of such activity at such time.

The Issuer seeks to invest in early or strategic financing rounds of a target company to take advantage of favourable valuations and larger exit multiples. It is anticipated that early or strategic round financings will add considerably more value to invested funds through risk management rather than the risk avoidance that is characteristic of later-stage financings and will allow later rounds to provide liquidity if need be, thereby lowering risk.

The Issuer's intention is to seek investments in various companies, both public and private primarily within North America (Canada and the United States), in one or more industries and focus on investments with clear paths to liquidity in a three to five year period. Liquidity events will most likely be in form of acquisitions of the target companies or initial public offerings. As investment issuers need to be managed for cash flow in order to reduce financing risks associated with delayed liquidity events, certain sectors will not be considered by the Issuer.

The Issuer intends to obtain detailed knowledge of the business of a target company, including, where applicable or deemed advisable, by utilizing the services of independent geological consultants, advisors and engineers.

The Issuer anticipates investing at least 75% of its assets in target companies where one or more of the following factors are present: (i) the Issuer holds securities representing more than 10% of the outstanding equity or voting securities of such target company; (ii) the Issuer has the right to appoint a board or board observer seat on such target company; (iii) the Issuer has the right to place restrictions on the management of the target company, or has approval or veto rights over decisions made by the management of the target company; or (iv) the Issuer has the right to restrict the transfer of securities by other securityholders of the target company. No individual investment is subject to a minimum amount.

Notwithstanding the foregoing, from time to time, the Board may authorize such investments outside of these disciplines as it sees fit for the benefit of the Issuer.

The Issuer's working capital as of June 30, 2021 (unaudited) was $800,033. There are no other funds that are available to achieve the objectives and milestones set out above. As at the date hereof, the Issuer expects to make approximately four new investments over the next 12 month period and expects that the timeframes and estimated use of its available funds, and well as related expenses, associated with such new investments to be as set out in the table below.

Timeframe	Business Objectives	Estimated Costs
0 to 3 months	Reviewing and making new key investment	$150,000
3 to 6 months	Reviewing and making new key investment	$150,000
6 to 9 months	Reviewing and making new key investment	$150,000
9 to 12 months	Reviewing and making new key investment	$150,000

While the Issuer expects to make four investments as provided above, the Issuer does not currently have any additional investments identified as of the date of this Listing Statement, and as such (i) the number and dollar amount of future investments is uncertain, and (ii) there is no assurance the Issuer will be successful in identifying any additional investments in the next 12 months. If an investment is sourced and favourably evaluated, the Issuer may require additional funds.

See "*Information Concerning Forward-Looking Statements*" and "*Risk Factors*".*Total Funds Available*

Working Capital

The Issuer's working capital as of June 30, 2021 (unaudited) was $800,033. As at June 30, 2021, PPK had total assets of approximately $1,120,146 and total liabilities of $20,113 and had sufficient funds to operate and maintain its business and achieve its business objectives and milestones.

Recent Financings

On July 14, 2020, the Issuer closed a non-brokered private placement for gross proceeds of $312,412 through the issuance of 8,331,000 units (a "**2020 Unit**" or "**2020 Units**") of the Issuer at $0.0375 per 2020 Unit (the "**July 2020 Offering**"). Each 2020 Unit consisted of (i) one PPK Share, and (ii) one share purchase warrant (a "**2020 Warrant**"). Each 2020 Warrant entitles the holder thereof to acquire one additional PPK Share at a price of $0.0767 per share until the date that is 24 months from the date of issuance. In connection with the July 2020 Offering, the Issuer paid registered dealers finders fees consisting of a cash commission equal to 8% of the aggregate subscription price of the PPK Shares sold in the amount of $24,993 and issued 666,480 non-transferable common share purchase warrants (a "**2020 Broker Warrant**") equal to 8% of the aggregate number of 2020 Units sold pursuant to the July 2020 Offering. Each 2020 Broker Warrant entitles the holder to acquire one PPK Share of the Issuer at a price of $0.0375 per share for a period of 24 months from the date of issuance.

In December 2020, 2,280,000 warrants to purchase PPK Shares were exercised at a price of $0.767 per share, resulting in proceeds to the Issuer of $174,800.

On January 19, 2021, the Issuer closed a non-brokered private placement for gross proceeds of $998,512 through the issuance of 14,264,463 PPK Shares at $0.07 per share (the "**January 2021 Offering**"). In connection with the January 2021 Offering, the Issuer paid registered dealers finders fees consisting of a cash commission in the amount of $62,947 and issued 899,244 non-transferable PPK Share purchase warrants (a "**2021 Broker Warrant**"). Each 2021 Broker Warrant entitles the holder to acquire one PPK Share at a price of $0.07 per share for a period of 24 months from the date of issuance.

On January 19, 2021, the Issuer closed a securities for debt settlement transaction with seven lenders, pursuant to which it issued an aggregate of 1,580,139 units (a "**2021 Unit" or "2021 Units**") of the Issuer at a deemed price of $0.07 per 2021 Unit in satisfaction of $110,611 of debt (including accrued interest) pursuant to the unsecured promissory notes issued by the Issuer on January 22, 2020 for an aggregate principal amount of $100,010, which notes had a term of 12 months and accrued interest at a rate of 12% per annum payable on maturity. Each 2021 Unit consisted of one PPK Share and one PPK Share purchase warrant (a "**2021 Warrant**"). Each 2021 Warrant entitles the holder thereof to acquire one PPK Share at a price of $0.093 per share for 24 months from closing.

<u>Cash on Hand</u>

As of the date of this Listing Statement, the Issuer has approximately $815,748 total available cash on hand.

<u>Additional Financing</u>

While the Issuer currently has approximately $815,748 available for additional investments, to materially increase the Issuer's investment portfolio beyond such amount, it will be required to raise additional funds, which it anticipates will be by way of equity distributions. There is no assurance the Issuer will be successful in raising funds through the sale of its securities on terms acceptable to it, or at all. If the Issuer does not raise additional funding, it may not be able to invest in any new opportunities it identifies, and will seek to grow more slowly through the sale of some existing investments to acquire new ones. New investments will be made in accordance with the Issuer's Investment Policy, a copy of which is attached as Schedule C hereto.

Investments

GetTheSupport - On May 10, 2021, the Issuer invested in GetTheSupport pursuant to a $150,000 principal amount convertible debenture with GetTheSupport wherein the Issuer agreed to lend GetTheSupport $150,000 for 24 months at a rate of 10.0% per annum payable semi-annually. At the option of the Issuer the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of GetTheSupport at $0.10 per share. GetTheSupport had 23,225,000 common shares issued and outstanding as of the issuance of the debenture. GetTheSupport is an AI enabled, digitally mediated communication platform that brings patients and qualified practitioners (licensed counselors, psychologists, psychiatrists and mental health providers) together using a broad spectrum of digital communications modes (text, chat, phone, video) into an integrated platform. The platform provides for continuous and consistent care where video quality materially affects the therapeutic experience.

Diitalk - On April 12, 2021, the Issuer invested in Diitalk pursuant to a $150,000 principal amount convertible debenture with Diitalk wherein the Issuer agreed to lend Diitalk $150,000 for 24 months at a rate of 10.0% per annum payable semi-annually. At the option of the Issuer the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of Diitalk at $0.02 per share. Diitalk had 75,321,388.33 common shares issued and outstanding as of the issuance of the debenture. Diitalk 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.

The Issuer's current investments have the potential to convert loans to equity. Exit strategies may be achieved through either repayment of the applicable loans or otherwise liquidation of any underlying equity position, particularly if the entities in which the Issuer currently has an interest complete a go-pubic transaction, thereby allowing an exit can be achieved via equity sold on open market.

Competitive Conditions

The market in which the Issuer operates is competitive. The size and resources of some of the Issuer's competitors may allow them to operate more effectively, which in turn could inhibit the Issuer from gaining market share. Some of the Issuer's competitors have greater financial resources and as a result, such competitors may be more readily able to take advantage of investment and other opportunities than the Issuer.

Lending and Investment Policies and Restrictions

The Investment Policy is attached as Schedule C to this Listing Statement.

The Board has ultimate responsibility and decision-making authority for investments made by the Issuer. The Board has the responsibility to govern its investments and may appoint an investment committee ("**Committee**") in meeting that responsibility. In connection with the Committee, the Board will (i) appoint the Committee and delegate certain responsibilities to the Committee, (ii) receive the Committee's recommendations with respect to the Investment Policy and approve or amend the Investment Policy as appropriate, (iii) review all other recommendations and reports of the Committee with respect to the Company and take appropriate action.

The Board, in carrying out its responsibilities to the Company, or if a Committee has been appointed by the Board, the Committee, in carrying out its responsibilities to the Board, will (i) establish investment policies in addition to what is included in the Investment Policy if deemed necessary by the Board or the Committee, if any, (ii) determine prudent asset class strategies, (iii) make prudent asset allocation decisions, (iv) retain investment managers/advisors to implement asset allocation and asset class strategy decisions if deemed necessary by the Board or the Committee, if any, (v) control and account for all expenses associated with the investments, (vi) monitor and supervise all service vendors and investment options, take corrective action by replacing a manager/advisor if they deem it appropriate at any time, and (vii) ensure that proper internal controls are developed if required to safeguard the investments.

Bankruptcy and Receivership

Neither the Issuer nor any of its material subsidiaries has been the subject of any bankruptcy or any receivership or similar proceedings, nor has the Issuer or any of its material subsidiaries been the subject of any voluntary bankruptcy, receivership or similar proceedings since its incorporation on September 7, 2012.

Material Restructuring

The Issuer has not completed any material restructuring transaction during its three most recently completed financial years, or during the current financial year, and does not propose to do so during the current financial year.

Social or Environmental Policies

The Issuer has not implemented any social or environmental policies that are fundamental to its operations.

4.2 Asset Backed Securities

The Company does not have any asset backed securities.

4.3 Companies with Mineral Properties

The Company does not have any mineral projects.

4.4 Companies with Oil and Gas Operations

The Company does not have oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Annual Information of Issuer

The audited financial statements of the Issuer together with the independent auditors' report thereon and the notes thereto as at and for the year ended September 30, 2020 and 2019 (the "**Annual Financials**"), as well as management's discussion and analysis of the financial condition and operations of the Issuer for the year ended September 30, 2020 and 2019 (the "**Annual MD&A**") are attached hereto as Schedule A.

The unaudited interim financial statements of the Issuer together with the notes thereto as at and for the period ended March 31, 2021 (the "**Interim Financials**"), as well as management's discussion and analysis of the financial condition and operations of the Issuer for the periods ended March 31, 2021 and 2020 (the "**Interim MD&A**") are attached hereto as Schedule B.

The following table provides a brief summary of selected financial information of the Issuer as at September 30, 2020, September 30, 2019 and September 30, 2018. This summary financial information should only be read in conjunction with the Issuer financial statements, including the notes thereto, included elsewhere in this document, including in Section 25 "*Financial Statements*".

Operating Data	Interim period ended March 31, 2021	Year ended September 30, 2020	Year ended September 30, 2019	Year ended September 30, 2018
Total Revenues	-	-	-	-
Net Income (Loss)	(149,095)	54,140	(156,692)	79,031
Basic and Diluted Income (Loss) per Share	(0.01)	0.02	(0.02)	0.01
Dividends	-	-	-	-
Balance Sheet Data				
Total Assets	1,189,217	233,765	7,491	126,637
Total Current Liabilities	59,932	149,003	249,029	211,483
Total Liabilities	59,932	149,003	249,029	211,483

5.2 Quarterly Information

Below is a summary of the quarterly results of the Issuer, for each of the eight most recently completed quarters:

	Three months ended ($000s)			
Operating Data	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
Total Revenues	-	-	-	-
Net Income (Loss)	(125,331)	(23,763)	(13,925)	(20,884)

Operating Data	Three months ended ($000s) March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Basic and Diluted Income (Loss) per Share	(0.00)	(0.00)	(0.00)	(0.00)
Total Revenues	-	-	-	-
Net Income (Loss)	94,230	(5,281)	(133,769)	(7,165)
Basic and Diluted Income (Loss) per Share	0.01	(0.00)	(0.02)	(0.00)

5.3 Dividends

PPK does not currently have a dividend policy. Any decision to pay dividends on its shares in the future will be made by the PPK Board on the basis of PPK's financial condition, earnings, results of operations, financial requirements and other conditions existing at such time. The Issuer does not know of any restrictions that could prevent it from declaring and paying a dividend.

5.4 Foreign GAAP

Not applicable to the Issuer.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The Annual MD&A is attached hereto in Schedule A, and the Interim MD&A is attached hereto in Schedule B.

7. MARKET FOR SECURITIES

The PPK Shares are listed and posted for trading on the TSXV under the trading symbol "PPK" and are expected to cease to trade on the TSXV on or about July 15, 2021. On July 15, 2021, the PPK Shares will begin trading on the CSE under the symbol "PPK".

8. CONSOLIDATED CAPITALIZATION

The Issuer has authorized share capital of an unlimited number of PPK Shares. Except as set out in this Listing Statement, there have been no material changes in the share and loan capital of the Issuer, on a consolidated basis, since September 30, 2020.

As the date of this Listing Statement, the outstanding capital of the Issuer consists of the following:

Designation	As at March 31, 2021	As at the date of this Listing Statement after giving effect to the Listing
PPK Shares	32,347,074	32,347,074
PPK Warrants	7,631,139	7,631,139
PPK Broker Warrants	1,565,724	1,565,724
PPK Options	95,088	95,088
Convertible Debentures	Nil	Nil
Long Term Debt	Nil	Nil

9. OPTIONS TO PURCHASE SECURITIES

As of April 30, 2021, PPK had an aggregate of 95,088 PPK Shares reserved for issuance pursuant to PPK Options as set forth below.

Optionee	PPK Shares Issuable	Exercise Price	Expiry Date
Executive officers of the Issuer (and past executive officers)	95,088	$0.33	March 28, 2023
Directors of the Issuer (and past directors) that are not executive officers	Nil	N/A	N/A
Executive officers of subsidiaries of the Issuer (and past executive officers)	Nil	N/A	N/A
Directors of subsidiaries of the Issuer (and past directors) that are not executive officers	Nil	N/A	N/A
Employees of the Issuer	Nil	N/A	N/A
Employees of subsidiaries of the Issuer	Nil	N/A	N/A
Consultants of the Issuer	Nil	N/A	N/A
Other persons	Nil	N/A	N/A

PPK Options are currently granted under the PPK Option Plan which was approved by Shareholders on March 11, 2020. Pursuant to the PPK Option Plan, the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Issuer, non-transferable options to purchase PPK Shares, provided that the aggregate number of PPK Shares that may be reserved for issuance, from time to time, under the PPK Option Plan shall not exceed ten (10%) percent of the total issued and outstanding PPK Shares, exercisable for a period of up to ten (10) years from the date of the grant. The number of PPK Shares reserved for issuance to any individual director or officer of the Issuer will not exceed 5% of the issued and outstanding PPK Shares (2% in the case of optionees providing investor relations services to the Issuer) unless disinterested shareholder approval is obtained. Options granted pursuant to the PPK Option Plan are non-assignable, except by means of a will or pursuant to the laws of descent and distribution. The options may be exercised no later than one year following the date the optionee ceases to be a director, officer or consultant of the Issuer, as determined by the Board at the time of each grant. However, if the employment of an employee or consultant is terminated for cause or as a result of an order of any regulatory body, no PPK Option held by such optionee may be exercised following the date upon which termination occurred.

10. DESCRIPTION OF THE SECURITIES

10.1 General

PPK is authorized to issue an unlimited number of PPK Shares. As at the date of this Listing Statement, there are 32,347,074 PPK Shares issued and outstanding as fully paid and non-assessable.

The holders of the PPK Shares (common shares) are entitled to vote at meetings of the shareholders of PPK, except meetings at which only holders of a specified class of shares other than the PPK Shares are entitled to vote, to receive dividends, if, as and when declared by the Board on the PPK Shares and subject to the rights, privileges and conditions attaching to any other class of shares of PPK, to receive the remaining property of PPK upon dissolution, liquidation or winding up of the PPK.

10.2 Debt securities, Other Securities, Modifications of Terms and Other Attributes

None of the matters set out in sections 10.2 to 10.6 of CSE - Form 2A are applicable to this Issuer.

10.7 Prior Sales

The following table summarizes the issuances of PPK Shares or securities convertible into PPK Shares for the 12-month period prior to the date of this Listing Statement.

Date Issued	Type of Transaction	Security	Number of PPK Shares Issued or Issuable	Price or Exercise Price per PPK Share
July 14, 2020	private placement	common shares	8,331,000	$0.0375
July 14, 2020	private placement	warrants	8,331,000	$0.0766
July 14, 2020	private placement	broker warrants	666,480	$0.0375
November 27, 2020	exercise of warrants	common shares	300,000	$0.0766
December 3, 2020	exercise of warrants	common shares	750,000	$0.0766
December 7, 2020	exercise of warrants	common shares	780,000	$0.0766
December 16, 2020	exercise of warrants	common shares	450,000	$0.0766
January 19, 2021	private placement	common shares	14,264,463	$0.0700
January 19, 2021	private placement	broker warrants	899,244	$0.0700
January 19, 2021	debt conversion	common shares	1,580,139	$0.0700

10.8 Stock Exchange Price

The PPK Shares are listed and posted for trading on the TSXV under the trading symbol “PPK” and are expected to cease to trade on the TSXV on or about July 15, 2021. On July 15, 2021, the PPK Shares will begin trading on the CSE under the symbol “PPK”. The following table sets forth (pursuant to Yahoo Finance) the daily high and low closing trading prices and the volume of the trading of the PPK Shares, on days which there was trading activity, on the TSXV for the periods indicated.

Period	High ($)	Low ($)(1)	Volume
July 1-12, 2021	-	-	-
June 30, 2021	$0.20	$0.12	605,000
May 31, 2021	$0.20	$0.20	-
April 30, 2021(1)	$0.23	$0.135	442,600
March 31, 2021(1)	-	-	-
February 28, 2021(2)	$0.250	$0.152	1,148,100
January 30, 2021	$0.167	$0.097	340,290
Quarter ended December 31, 2020	$0.187	$0.080	5,033,346
Quarter ended September 30, 2020	$0.117	$0.067	250,620
Quarter ended June 30, 2020(3)	$0.100	$0.042	1,320,423
Quarter ended March 31, 2020	$0.092	$0.042	177,600
Quarter ended December 31, 2019	$0.067	$0.050	7,800
Quarter ended September 30, 2019	$0.108	$0.067	19,200
Quarter ended June 30, 2019	$0.200	$0.042	426,960

Note:
(1) The PPK Shares were halted by IIROC from March 2, 2021 until April 14, 2021.
(2) PPK completed the Split on February 2, 2021.
(3) PPK completed a one for five consolidation on April 2, 2020.

11. ESCROWED SECURITIES

No PPK Shares are currently held in escrow.

12. PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of PPK, as of the date hereof, there are no persons who, directly or indirectly, own or exercise control or direction over, securities carrying more than 10% of the PPK Shares or the voting rights attached to any class of voting securities of PPK.

13. DIRECTORS AND OFFICERS

13.1 Directors and Executive Officers

The names, municipalities of residence, positions with PPK and the principal occupations for the five preceding years of the directors and executive officers of PPK are set out below.

Name and Municipality of Residence	Position and Office held with the Issuer(1)	Principal Occupation last 5 years(2)	Number and Percentage of PPK Shares Held as of the date of this Listing Statement
James Greig(3) *Vancouver, British Columbia*	Chief Executive Officer and Director since January 22, 2020	President of Benchmark Metals Inc. and Chief Executive Officer of the Issuer	1,575,382 4.87%
Toby Pierce(3) *Vancouver, British Columbia*	Director since January 22, 2020	Chief Executive Officer of Tag Oil Ltd.	2,108,073 6.52%
Robbie Grossman(3) *Toronto, Ontario*	Director since September 7, 2012 and Corporate Secretary since October 20, 2012	Corporate finance and securities partner at DLA Piper (Canada) LLP since February 2018 and previously at McMillan LLP	285,000 0.88%
Kyle Appleby *Toronto, Ontario*	Chief Financial Officer since October 20, 2014	President and Chief Executive Officer of CFO Advantage, Inc. and CFO of several reporting issuers	Nil 0%

Notes:

(1) Each director holds office until the close of the next annual general meeting of the Issuer, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

(2) The information as to principal occupation, business or employment is not within the knowledge of management of the Issuer and has been furnished by the respective individuals.

(3) Member of the Audit Committee.

13.2 Board Committees

The Board has one committee, being the Audit Committee which is comprised of James Greig, Toby Pierce and Robbie Grossman. The Issuer is a “venture issuer” for the purposes of National Instrument 52-110 – *Audit Committees* (“**NI 52-10**”). Accordingly, the Issuer is relying upon the exemption in section 6.1 of NI 52-110 providing that the Issuer is exempt from the application of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

The Issuer’s Audit Committee is governed by an audit committee charter, a copy of which is attached hereto as Schedule D.

In addition to each member's general business experience, the education and experience of each audit committee member relevant to the performance of his responsibilities as an audit committee member is as follows:

Toby Pierce

Mr. Toby Pierce holds a Masters in Business Administration from the Rotman School of Business and a Bachelors of Science degree in Earth Sciences from the University of Victoria and is currently Chief Executive Officer and director of TAG Oil Ltd. Mr. Pierce has 21 years of geological and financial understanding within the resource sector. He was Chief Executive Officer and director of Crest Petroleum Corp. and formerly a Partner & Senior Oil Equity Analyst with GMP Securities and Tristone Capital in London, England. Over his ten years in the finance industry he has acquired extensive experience in mergers and acquisitions, initial public offerings, fundraisings, equity and asset valuations and investment advice.

James Greig

Mr. James Greig holds a Masters in Business Administration from the University of Calgary and a Bachelors of Arts (Geography) from Carleton University. Mr. Greig is currently engaged with several publicly-listed mineral exploration companies as a consultant. Mr. Greig served as Chief Financial Officer and a director of Crest Petroleum Corp. and as a member of the audit committee. Mr. Greig served at Keegan Resources Inc. as part of the mine development team advancing the 5 million ounce Esaase Gold Project in West Africa. With 21 years in the resource sector, he brings comprehensive experience in exploration, development and mineral production. Selected engagements within the resource sector include the Hunter-Dickinson Group, Kennecott Canada, Breakwater Resources Ltd., McIntosh Engineering and Stantec Engineering.

Robbie Grossman

Mr. Grossman, an experienced cross border securities, corporate finance and M&A lawyer, has been a Partner at DLA Piper (Canada) LLP since March 2018, and was a Partner at McMillan LLP from September 2013 to March 2018 and an associate, then Partner, at Garfinkle Biderman LLP from 2004 to 2013. From 2002 to 2004 he was the founder and President of a publishing company. Mr. Grossman was called to the Ontario bar in 2002 and holds a LL.B. from the University of Windsor and a B.A. (Political Science) from Concordia University. He is currently an officer and director of several reporting issuers.

13.3 Voting Securities Held by Directors and Executive Officers

The directors and executive officers of the Issuer beneficially own, directly or indirectly, as a group, 3,968,455 PPK Shares representing approximately 12.3% of all outstanding voting securities of the Issuer (calculated on a non-diluted basis). The information as to shares beneficially owned or controlled is not within the knowledge of management of the Issuer and has been furnished by the respective individuals.

13.4 Cease Trade Orders or Bankruptcies

Other than as set out below, to the knowledge of the Issuer, no director nor executive officer of the Issuer, or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Appleby, was a director of Captor Capital Corp. ("**Captor Capital**") on August 6, 2019, on which date the Ontario Securities Commission issued a failure-to-file cease trade order against Captor Capital, ordering that all trading in the securities of Captor Capital cease until the company filed (i) its audited annual financial statements for the financial year ended March 31, 2019, (ii) its management's discussion and analysis for the financial year ended March 31, 2019, and (iii) the certification of the foregoing filings as required by Applicable Securities Laws. The failure-to-file cease trade order against Captor Capital was revoked in full on November 6, 2019.

Mr. Appleby was also the Chief Financial Officer of Tantalex Resources Corp ("**Tantalex**") on August 19, 2020, on which date the Ontario Securities Commission issued a failure-to-file cease trade order against Tantalex, ordering that all trading in the securities of Tantalex cease until the company filed (i) its audited annual financial statements for the financial year ended February 29, 2020, (ii) its management's discussion and analysis for the financial year ended February 29, 2020, and (iii) the certification of the foregoing filings as required by Applicable Securities Laws. The failure-to-file cease trade order against Tantalex was revoked in full on November 13, 2020.

Mr. Robbie Grossman was the Assistant Secretary until May 2015 of RedWater Energy Corp. which was subject to a cease trade order in May 2015 for failure to file annual audited financial statements, management's discussion and analysis, and certifications, for the year ended December 31, 2014. In addition, RedWater Energy Corp. was subject to a court ordered receiver in May 2015, and a bankruptcy order on October 28, 2015.

13.5 Penalties and Sanctions

To the knowledge of the Issuer, no director nor officer of the Issuer, or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of this Listing Statement, has been, a director or officer of any other issuer that, while that person was acting in that capacity, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.6 Personal Bankruptcies

No director nor officer of the issuer, nor a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons, has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

13.7 Conflicts of Interest

There are potential conflicts of interest to which the directors and executive officers of PPK may be subject in connection with the operations of PPK. In particular, certain of the directors and executive officers may be involved in managerial or director positions with issuers or businesses whose operations may, from time to time, be in direct competition with those of PPK or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of PPK. Conflicts, if any, will be subject to the procedures and remedies available under the OBCA. The OBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the OBCA.

13.8 Management

The following are brief profiles of the management of the Issuer, including a description of each individual's principal occupation within the past five years.

James Greig – Director and Chief Executive Officer (Age 51)

Mr. James Greig holds a Masters in Business Administration (2003) from the University of Calgary and a Bachelors of Arts (Geography) (1994) from Carleton University. Mr. Greig is currently engaged with several publicly-listed mineral exploration companies as a consultant. Mr. Greig served as Chief Financial Officer and a director of Crest Petroleum Corp. and as a member of the audit committee. Mr. Greig served at Keegan Resources Inc. as part of the mine development team advancing the 5 million ounce Esaase Gold Project in West Africa. With 21 years in the resource sector, he brings comprehensive experience in exploration, development and mineral production. Selected engagements within the resource sector include the Hunter-Dickinson Group, Kennecott Canada, Breakwater Resources Ltd., McIntosh Engineering and Stantec Engineering.

It is expected that Mr. Greig will devote a material amount of his time to the business of the Issuer to effectively fulfill his duties as the Chief Executive Officer and a Director of the Issuer. Mr. Greig has not entered into a non-competition or non-disclosure agreement with the Issuer.

Toby Pierce – Director (Age 48)

Mr. Toby Pierce holds a Masters in Business Administration (2005) from the Rotman School of Business and a Bachelors of Science degree in Earth Sciences (1996) from the University of Victoria and is currently Chief Executive Officer and director of TAG Oil Ltd. Mr. Pierce has 21 years of geological and financial understanding within the resource sector. He was Chief Executive Officer and director of Crest Petroleum Corp. and formerly a Partner & Senior Oil Equity Analyst with GMP Securities and Tristone Capital in London, England. Over his ten years in the finance industry he has acquired extensive experience in mergers and acquisitions, initial public offerings, fundraisings, equity and asset valuations and investment advice.

It is expected that Mr. Pierce will devote the time necessary to perform the work required to effectively fulfill his duties as an independent director of the Issuer. Mr. Pierce is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

Kyle Appleby – Chief Financial Officer (Age 46)

Mr. Appleby, CPA, CA, holds a Bachelor of Arts (1996) from York University and is the Founder and Chief Executive of CFO Advantage Inc., a company that provides chief financial officer, and other financial accounting, reporting and compliance services to companies in various industries including healthcare, technology, junior mining, cannabis, agriculture, manufacturing and distribution. Mr. Appleby is currently the financial officer and director of a number of other reporting issuers, and is a member in good standing of the Chartered Professional Accountants of Canada and Ontario. Mr. Appleby lives in Toronto, Canada.

It is expected that Mr. Appleby will devote the time necessary to perform the work required to effectively fulfill his duties as the Chief Financial Officer of the Issuer. Mr. Appleby is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

Robbie Grossman - Director and Corporate Secretary (Age 47)

Mr. Grossman, an experienced cross border securities, corporate finance and M&A lawyer, has been a Partner at DLA Piper (Canada) LLP since March 2018, and was a Partner at McMillan LLP from September 2013 to March 2018 and an associate, then Partner, at Garfinkle Biderman LLP from 2004 to 2013. From 2002 to 2004 he was the founder and President of a publishing company. Mr. Grossman was called to the Ontario bar in 2002 and holds a LL.B. (2001) from the University of Windsor and a B.A. (Political Science) (1997) from Concordia University. He is currently an officer and director of several reporting issuers.

It is expected that Mr. Grossman will devote the time necessary to perform the work required to effectively fulfill his duties as the Corporate Secretary and as an independent director of the Issuer. Mr. Grossman is an independent of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

14. CAPITALIZATION

14.1 Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	32,347,074	41,639,025	100.0%	100.0%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	5,618,455	7,671,616	17.4%	18.4%
Total Public Float (A-B)	26,728,619	33,967,409	82.6%	81.6%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities	-	-	-	-

held by control block holders (C)				
Total Tradeable Float (A-C)	32,347,074	41,639,025	100.0%	100.0%

Public Securityholders (Registered)

Class of Security - Common Shares[1]		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	-
100 – 499 securities	0	-
500 – 999 securities	0	-
1,000 – 1,999 securities	0	-
2,000 – 2,999 securities	0	-
3,000 – 3,999 securities	0	-
4,000 – 4,999 securities	0	-
5,000 or more securities	19[2]	26,728,619[2]
Total	**19**	**26,728,619**

Notes:

(1) Based on a registered shareholder list of PPK as at June 30, 2021.

(2) Includes 22,354,793 PPK Shares held by CDS & Co exclusive of 5,513,073 anticipated to be held through CDS by Related Persons.

Public Securityholders (Beneficial)

Class of Security - Common Shares[1]		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	6	214
100 – 499 securities	14	3,388
500 – 999 securities	4	10,567
1,000 – 1,999 securities	24	31,729
2,000 – 2,999 securities	3	39,449
3,000 – 3,999 securities	6	58,824
4,000 – 4,999 securities	1	63,202
5,000 or more securities	148	32,283,872
Total	**206**	**32,347,074**

Notes:

(1) Based on a registered shareholder list of PPK as at June 30, 2021 and a beneficial share range report as at June 18, 2021.

14.2 Convertible or Exchangeable Securities

Type of Security	Exercise Price(s)	No. of Securities Outstanding	No. of PPK Shares Issuable upon Exercise
PPK Options	$0.333	95,088	95,088
PPK Warrants	$0.766 to $0.933	7,631,139	7,631,139
PPK Broker Warrants	$0.375 to $0.700	1,565,724	1,565,724

14.3 Other Listed Securities Reserved for Issuance

There are no other PPK Shares reserved for issuance that are not included in section 14.2.

15. EXECUTIVE COMPENSATION

The disclosure required by Form 51-102F6 - *Statement of Executive Compensation* under NI 51-102 for the year ended September 30, 2020 is included in the management information circular of the Issuer dated February 10, 2020 and filed on the SEDAR website at www.sedar.com on February 13, 2020. The Issuer has no current intention of making any material changes to the compensation structure described in such document.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

16.1 Aggregate Indebtedness

There exists no indebtedness of the directors or executive officers of PPK, or any of their associates, to PPK, nor is any indebtedness of any of such persons to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by PPK.

16.2 Indebtedness under Securities Purchase and Other Programs

Not applicable.

17. RISK FACTORS

17.1 Risk Factors Relating to the Issuer

An investor should carefully consider the following risk factors in addition to the other information contained in this Listing Statement. The risks and uncertainties below are not the only ones related to the Issuer. There are additional risks and uncertainties that the Issuer does not presently know of or that the Issuer currently considers immaterial which may also impair the Issuer's business operations. If any of the following risks actually occur, the Issuer's business may be harmed and its financial condition and results of operations may suffer significantly. The risk factors presented below related exclusively to the Issuer's additional line of business.

The business of PPK is subject to a number of risks and uncertainties. In addition to considering the other information contained in this Listing Statement and the information disclosed in the financial statements, the reader should carefully consider the following information. Any of these risk factors could have material adverse effects on the business to be conducted by PPK.

Capital Investment

The timing and amount of capital expenditures by PPK will be dependent upon PPK's ability to utilize credit facilities, raise new debt, generate cash from operations, meet working capital requirements and sell additional shares in order to accommodate these items. There can be no assurance that sufficient capital will be available on acceptable terms to PPK for necessary or desirable capital expenditures or that the amount required will be the same as currently estimated. Lack of these funds could limit the future growth of PPK and its subsidiaries and their respective cash flows.

Competitive Environment

The industry in which PPK operates is highly competitive. PPK's success depends, in part, on its ability to be efficient in all aspects of the business and achieve the appropriate cost structure. Some of PPK's competitors have economic resources greater than those of PPK and are well established as suppliers to the markets that PPK will serve. Accordingly, such competitors may have lower cost structures allowing them to better withstand volatility within the industry and throughout the economy as a whole, while retaining significantly greater operating and financial flexibility than PPK. There can be no assurance that

PPK will be able to manage costs and achieve efficiencies to allow it to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on PPK's business, financial condition, results of operations and the amount of cash available for distribution to shareholders.

Foreign Currency Risk

The Issuer operates in the United States. Accordingly, a portion of its financial resources is held in currencies other than the Canadian dollar. The Issuer's policy is to manage financial exposure to foreign exchange fluctuations and attempt to neutralize the impact of foreign exchange movements on its operating results where possible.

Dependence upon Management

PPK's operations are dependent on the abilities, experience and efforts of its senior management. There can be no assurance that PPK would be able to find qualified replacements for the individuals who make up its senior management team if their services were no longer available. The loss of services of one or more members of its senior management could adversely affect the business of PPK.

Inability to Implement the Business Strategy

The growth and expansion of PPK's business is heavily dependent upon the successful implementation of PPK's business strategy. There can be no assurance that PPK will be successful in the implementation of its business strategy.

Economic Conditions

The Issuer operates in the United States. Economic weakness can affect the Issuer's ability to attract new business as quality prospects become limited. Further, the Issuer's clients and their customers can be adversely affected by economic slowdowns and this can lead to increases in its provision for credit and loan losses.

Issuance of Debt

From time to time, PPK may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase PPK's debt levels above industry standards. The level of PPK's indebtedness from time to time could impair PPK's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Conflicts of Interest

Certain of the directors of PPK are also directors and officers of other companies, some of which may be in the healthcare sector, and conflicts of interest may arise between their duties as directors of PPK and as officers and directors of such other companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under the applicable corporate statute.

Dilution and Future Issuances of PPK Shares

PPK may issue additional PPK Shares in the future, which may dilute a shareholder's holdings in PPK. PPK's articles permit the issuance of an unlimited number of PPK Shares and the shareholders of PPK will have no pre-emptive rights in connection with such further issuances. The board of directors of PPK has the discretion to determine the terms of issue of further issuances of PPK Shares.

Future Sales of PPK Shares by Directors and Officers

Subject to compliance with applicable securities laws, directors and officers and their affiliates may sell some or all of their securities in PPK in the future. No prediction can be made as to the effect, if any, such future sales will have on the market price of PPK's securities. However, the future sale of a substantial number of securities by PPK's directors and officers and their controlled entities, or the perception that such sales could occur, could adversely affect prevailing market prices for PPK's securities.

Credit Risk

The Issuer is in the business of making asset-based loans. Operating results can be adversely affected by large bankruptcies and/or insolvencies.

Risk of Third Party Claims for Infringement

A third party may claim that PPK has infringed such third party's rights or may challenge the right of PPK to its intellectual property. In such event, PPK will undertake a review to determine what, if any, action should be taken with respect to such claim. Any claim, whether or not with merit, could be time consuming to evaluate, result in costly litigation, cause delays in the operations of PPK or the development of its intellectual property or require PPK to enter into licensing arrangements that may require the payment of a licence fee or royalties to the owner of the intellectual property. Such royalty or licensing arrangements, if required, may not be available on terms acceptable to PPK.

Strategic Relationships with Third Parties

PPK anticipates that it will continue to depend on the relationships with various third parties, including hospitals, long-term care facilities and physicians to grow its business. Identifying, negotiating and documenting relationships with third parties requires significant time and resources. PPK's competitors may be effective in providing incentives to their parties to favour their solutions or may prevent PPK from developing strategic relationships with these parties. In addition, these third parties may not perform as expected under any agreement with them and PPK may have disagreements or disputes with these parties, which could negatively affect PPK's brand and reputation. It is possible that these third parties may not be able to devote the resources that PPK expects from the relationship. If PPK is unsuccessful in establishing or maintaining its relationship with these third parties, PPK's ability to compete in the marketplace or to grow its revenue could be impaired, and operating results would suffer. Even if PPK is successful, these relationships may not result in improved operating results.

Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that PPK incurs in its operations. The appreciation of non-United States dollar currencies against the United States dollar can increase the cost of operations in United States dollar terms.

Holding Corporation

Upon completion of acquisitions and investments in accordance with its Investment Policy, PPK will be considered a holding corporation and a substantial portion of its assets will be the capital stock of its subsidiaries. As a result, the holders of PPK Shares will subject to risks attributable to its subsidiaries. As a holding corporation, PPK will conduct substantially all of its business through its subsidiaries, which generate substantially all of its revenue. Consequently, PPK's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to PPK. The ability of the subsidiaries of PPK to pay dividends and other distributions depend on their operating results and is subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of bankruptcy, liquidation or reorganization of any of PPK's subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to PPK.

Internal Control over Financial Reporting and Disclosure Controls and Procedures

PPK may face risks if there are deficiencies in its internal controls over financial reporting and disclosure controls and procedures. Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external reporting purposes. Management is responsible for establishing and maintaining adequate internal controls over financial reporting appropriate to the nature and size of PPK. The board of directors, in conjunction with its Audit Committee, is responsible for assessing the progress and sufficiency of internal controls over financial reporting and disclosure controls and procedures and will make adjustments as necessary. However, these initiatives may not be effective at remedying any deficiencies in internal control over financial reporting and disclosure controls and procedures. Any deficiencies, if uncorrected, could result in PPK's financial statements being inaccurate and in future adjustments or restatements of its financial statements, which could adversely affect the price of PPK Shares and PPK's business, financial condition and results of operations.

Ability to Implement Acquisition Strategy

PPK may not be able to effectively implement its acquisition strategy. There is the possibility that PPK will not be able to reduce costs, improve profits or roll out additional rehabilitation facilities fast enough to meet its objectives.

17.2 Risk of Liability for Additional Contribution

There is no risk that securityholders of the Issuer may become liable to make an additional contribution beyond the price of the security.

18. PROMOTERS

18.1 Promotors

There are currently no promotors of the Issuer.

18.2 Orders, Bankruptcies and Sanctions

Not applicable.

19. LEGAL PROCEEDINGS

19.1 Legal Proceedings

There are no material legal proceedings to which PPK is a party or in respect of which any of the assets of PPK are subject, which is or will be material to PPK, and PPK is not aware of any such proceedings that are contemplated.

19.2 Regulatory Actions

There have been: (i) no penalties or sanctions imposed against PPK by a court relating to securities legislation or by a securities regulatory authority; (ii) no other penalties or sanctions imposed by a court or regulatory body against PPK; and (iii) no settlement agreements PPK entered into with a court relating to securities legislation or with a securities regulatory authority.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere herein, and other than the legal services provided to PPK by DLA Piper (Canada) LLP, of which Robbie Grossman (an officer and director of the Issuer) is a Partner, management of PPK is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of PPK, any person or company who owns of record, or is known by PPK to own beneficially, directly or indirectly, more than 10% of the PPK Shares or any associate or affiliate of the foregoing persons or companies, in any transaction within the three years before the date of this Appendix that has materially affected or is reasonably expected to materially affect PPK.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The auditor of the Issuer is DNTW Toronto LLP, 45 Sheppard Ave E Suite 703, North York, ON M2N 5W9.

Transfer Agent and Registrar

The transfer agent and registrar of the PPK Shares is Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

22. MATERIAL CONTRACTS

Other than as set forth elsewhere in this Listing Statement, the Issuer has not entered into any contracts material to investors in the PPK Shares.

Copies of these agreements will be available for inspection during normal business hours at the principal offices of PPK.

23. INTEREST OF EXPERTS

The auditor of PPK, DNTW Toronto LLP, has confirmed that it is independent of PPK in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

In addition, none of the aforementioned persons or companies, nor any director, officer, employee or partner, as applicable, of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of PPK or of any associate or affiliate of PPK.

24. OTHER MATERIAL FACTS

There are no other material facts that are not elsewhere disclosed herein and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to the Issuer.

25. FINANCIAL STATEMENTS

25.1 Financial Statements of Issuer

The Annual Financials and Annual MD&A are attached hereto as Schedule A, and the Interim Financials and Interim MD&A are attached hereto as Schedule B.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board, **PROSPECT PARK CAPITAL CORP.**, hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to **PROSPECT PARK CAPITAL CORP.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated this 12th day of July, 2021.

(signed) James Greig

James Greig
Chief Executive Officer

(signed) Kyle Appleby

Kyle Appleby
Chief Financial Officer

(signed) Toby Pierce

Toby Pierce
Director

(signed) Robbie Grossman

Robbie Grossman
Director

Schedule A

Annual Financial Statements and Managements' Discussion and Analysis

See attached.

Financial Statements
(In Canadian dollars)

PROSPECT PARK CAPITAL CORP.

YEARS ENDED SEPTEMBER 30, 2020 AND 2019

DNTW Toronto LLP
Chartered Professional Accountants
Licensed Public Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Prospect Park Capital Corp.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Prospect Park Capital Corp. (the "Company"), which comprise the statements of financial position as at September 30, 2020 and 2019, and the statements of income (loss) and comprehensive income (loss), statements of changes in shareholders' equity (deficit) and statements of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has no source of operating revenues and its ability to operate as a going concern in the near-term will depend on its ability to successfully raise additional financing and to commence profitable operations in the future. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained the Management Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audits. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Warren Goldberg.

DNTW Toronto LLP

January 28, 2021
Toronto, Ontario

Chartered Professional Accountants
Licensed Public Accountants

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Statements of Financial Position

As at September 30, 2020 and September 30, 2019

	2020	2019
Assets		
Current assets:		
Cash	$ 16,116	$ 7,491
Cash in trust (note 2)	217,649	-
	$ 233,765	$ 7,491
Liabilities and Shareholders' Equity (Deficit)		
Current liabilities:		
Accounts payable and accrued liabilities (note 11)	$ 48,993	$ 249,029
Loans payable (note 3)	100,010	-
	149,003	249,029
Shareholders' equity (deficit):		
Share capital (note 4)	1,470,867	1,363,419
Reserves (note 4)	528,940	364,228
Deficit	(1,915,045)	(1,969,185)
	84,762	(241,538)
	$ 233,765	$ 7,491

Nature of Operations and Going Concern (note 1)

Subsequent Events (note 12)

See accompanying notes to financial statements.

Approved on behalf of the Board:

Mr. Robbie Grossman Director

Mr. Jim Greig Director

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Statements of Income (Loss) and Comprehensive Income (Loss)

For the years ended September 30, 2020 and September 30, 2019

	2020	2019
Net investment gains (losses)		
Loss on sale of investments	$ -	$(1,015,860)
Gain on foreign exchange	-	803
Net change in unrealized loss on investments	-	1,015,156
Net investment gains (losses)	-	99
Gain on settlement of debt (note 11)	145,363	-
Impairment of loan and interest receivable (note 6)	-	(124,514)
Interest income	-	9,837
	145,363	(114,578)
Expenses:		
Operating, general and administrative (note 9)	82,623	42,114
Interest expense	8,600	-
Net income (loss) and comprehensive income (loss)	$ 54,140	$ (156,692)
Income (loss) per common share - basic and diluted (note 7)	$ 0.02	$ (0.02)
Weighted average number of shares outstanding - basic and diluted (note 7)	2,548,056	1,963,823

See accompanying notes to financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)
Statements of Changes in Shareholders' Equity (Deficit)
For the years ended September 30, 2020 and September 30, 2019

	Share capital	Reserves Contributed surplus	Deficit	Total
Balance, September 30, 2018	$ 1,363,419	$ 364,228	$ (1,812,493)	$ (84,846)
Net loss for the year	-	-	(156,692)	(156,692)
Balance, September 30, 2019	$ 1,363,419	$ 364,228	$ (1,969,185)	$ (241,538)
Balance, September 30, 2019	$ 1,363,419	$ 364,228	$ (1,969,185)	$ (241,538)
Shares issued on private placement (note 4)	160,061	152,351	-	312,412
Share issue costs (note 4)	(52,613)	12,361	-	(40,252)
Net income for the year	-	-	54,140	54,140
Balance, September 30, 2020	$ 1,470,867	$ 528,940	$ (1,915,045)	$ 84,762

See accompanying notes to financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)
Statements of Cash Flows
For the years ended September 30, 2020 and September 30, 2019

	2020	2019
Cash provided by (used in):		
Operating activities:		
Net income (loss)	$ 54,140	$ (156,692)
Change in non-cash operating items:		
Net change in unrealized loss	-	(1,015,156)
Gain on settlement of debt	(145,363)	
Impairment of loan and interest receivable	-	124,514
Loss on sale of investments	-	1,015,860
Interest accrued	-	(9,837)
Change in non-cash working capital:		
Accounts receivable	-	(803)
Accounts payable and accrued liabilities	(54,673)	37,546
Net cash used in operating activities	(145,896)	(4,568)
Investing activities:		
Proceeds from sale of investment	-	7,344
Net cash provided by investing activities	-	7,344
Financing activities:		
Proceeds from loans payable	100,010	-
Proceeds from issuance of common shares	312,412	-
Share issuance costs	(40,252)	-
Net cash provided by financing activities	372,170	-
Increase in cash	226,274	2,776
Cash and cash in trust, beginning of year	7,491	4,715
Cash and cash in trust, end of year	$ 233,765	$ 7,491

See accompanying notes to financial statements.

1. Nature of Operations and Going Concern

Prospect Park Capital Corp. (the “Corporation” or “Prospect Park”) was incorporated under the *Business Corporations Act* (Ontario) on September 7, 2012. The registered office of the Corporation is located at Suite 600, 100 King Street West, Toronto, Ontario, M5X 1E2.

On March 28, 2013, the Corporation completed an initial public offering ("IPO") pursuant to Policy 2.4 – Capital Pool Companies (the “CPC Policy”) of the TSX Venture Exchange (“Exchange”) and became classified as a Capital Pool Company (as such term is defined in the CPC Policy). The Corporation's common shares were listed on the Exchange on March 27, 2013 and commenced trading on March 28, 2013 under the symbol "PPK.P".

The current market conditions and volatility increase the uncertainty of the Corporation’s ability to continue as a going concern given the need to both manage expenditures and to raise additional funds. The Corporation will continue to search for new or alternate sources of financing in order to purchase new investments but anticipates that the current market conditions may impact the ability to source such funds. These material uncertainties cast significant doubt on the Corporation's ability to continue as a going concern.

There can be no assurance that the Corporation will be able to continue to raise funds in which case the Corporation may be unable to meet its obligations. Should the Corporation be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position.

On April 1, 2020, the Corporation completed the consolidation of its common shares on the basis of one post-consolidation common share for every five (5) pre-consolidation common shares. As a result, all outstanding common shares and stock option information presented in these consolidated financial statements has been retroactively adjusted on this basis.

On October 2, 2020 the Corporation amended its statement of investment policies and procedures to change the focus of the Corporation from healthcare investments to investments in the resource sector.

2. Significant Accounting Policies

(a) Statement of compliance and basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and the Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

The financial statements have been prepared on historical cost basis except for some financial instruments that have been measured at fair value, as explained in the accounting policies set out below.

These financial statements were authorized by the Board of Directors of the Corporation on January 28, 2021.

2. Significant Accounting Policies (continued)

(b) Functional and presentation currency

These financial statements have been prepared in Canadian dollars, which is the Corporation's functional and presentation currency.

(c) Cash and cash in trust

Cash in the statements of financial position comprises of cash held with a major Canadian chartered bank. Cash in trust consists of cash held in trust by the Corporation's lawyers.

(d) Share-based payment transactions

The Corporation has a share-based compensation plan that grants stock options and warrants to employees and non-employees.

The Corporation uses the fair value-based method of accounting for stock-based compensation arrangements. The fair value of each option granted is calculated using the Black-Scholes option pricing model at the date of grant and recognized in operations over the vesting period of the option, with the related increase recognized in contributed surplus. Upon exercise of the stock options, the consideration paid, together with the amount previously recognized in contributed surplus, is recorded as an increase in share capital.

Where the terms of an equity instrument are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee, as measured at the date of modification.

Where an equity instrument is cancelled it is treated as if it vested on the date of cancellation and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity instruments are treated equally.

(e) Financial instruments

Recognition and Derecognition

Financial assets and liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are derecognized when the rights to receive cash flows have expired or substantially all risks and rewards of ownership have been transferred.

2. Significant Accounting Policies (continued)

(e) Financial instruments (continued)

Classification

The Corporation classifies its financial assets and liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through profit or loss ("FVPL") or through other comprehensive income ("FVOCI")), and ii) those to be measured subsequently at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss. For financial assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. Classification of financial assets or financial liabilities at fair value through either profit or loss or other comprehensive income, is an irrevocable designation at the time of recognition.

Financial assets are reclassified when, and only when, the Corporation's business model for managing those assets changes. Financial liabilities are not reclassified.

The Corporation has implemented the following classifications:

Cash and cash in trust are classified as assets at fair value and any period change in fair value is subsequently measured at fair value through profit or loss.

Accounts payable and accrued liabilities and loans payable are classified as other financial liabilities and are subsequently measured at amortized cost using the effective interest method. Interest expense is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issuance of that instrument. Transaction costs of financial instruments with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest are measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any change taken through profit or loss or other comprehensive income. Fair values are based on quoted closing prices of securities traded in an active market.

2. Significant Accounting Policies (continued)

(e) Financial instruments (continued)

Impairment

The Corporation assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is significant increase in credit risk, the Corporation compares the risk of default occurring as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

Fair Value Hierarchy

The Corporation has a three-tier hierarchy as a framework for disclosing fair value based on inputs used to value the Corporation's financial instruments. The hierarchy of inputs is summarized below:

• Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities. An active market is one in which transactions for the assets occur with sufficient frequency and volume to provide pricing information on an ongoing basis;
• Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
• Level 3 - inputs for the asset or liability that are not based on observable market data.

The classification of a financial instrument in the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

(f) Revenue recognition

Purchases and sales of investments are recognized on the settlement date. Realized gains and losses on disposal of investments and unrealized gains and losses in the value of investments are reflected in the statements of comprehensive income (loss).

Upon disposal of an available-for-sale investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition. All transaction costs associated with the acquisition and disposition of investments are expensed to the statements of comprehensive income (loss) as incurred.

Dividend income is recorded on the ex-dividend date and when the right to receive the dividend has been established. Interest income, other income and income from securities lending are recorded on an accrual basis.

(g) Earnings (loss) per share

The calculation of earnings (loss) per common share is based on the reported net earnings (loss) divided by the weighted average number of shares outstanding during the year. Diluted earnings (loss) per share is calculated on the treasury stock basis. Where potentially dilutive equity instruments are anti-dilutive, basic and diluted earnings (loss) per share are the same.

2. Significant Accounting Policies (continued)

(h) Shares issue costs

Costs incurred for the issue of common shares are deducted from share capital.

(i) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which they can be utilized.

(j) Significant accounting judgements and estimates

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

2. Significant Accounting Policies (continued)

(j) Significant accounting judgements and estimates (continued)

(i) Share-based compensation

The Corporation includes estimates of forfeitures, expected life of the award, enterprise value of the Corporation and the risk-free interest rate in the calculation of stock option expense. These estimates are based on previous experience and may change throughout the life of a stock option plan.

(ii) Deferred tax assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

(k) Foreign currency translation

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at that date. Foreign exchange differences arising on translation are recognized in the statements of operations. Non-monetary assets and liabilities that are measured at historical cost are translated using the exchange rate at the date of the transaction.

(l) Accounting standards implemented in 2020

The following new and amended IFRS standards have been adopted as at October 1, 2019. The adoption of these standards did not have a retrospective impact on any financial statement balances as at that date.

IFRS 16 – *Leases* – The standard was issued by the IASB on January 13, 2016, and will replace IAS 17, “Leases”. IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The new standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has also been applied. The application of this new IFRS standard has had no impact on the Corporation's financial statements as it had no leases in place.

In December 2017, the IASB published Annual Improvements to IFRS Standards 2015–2017 Cycle, containing the following amendments to IFRS. These amendments were effective for annual periods beginning on or after January 1, 2019.

IFRS 3 - *Business Combinations* and IFRS 11 - *Joint Arrangements* – The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.

2. Significant Accounting Policies (continued)

(l) Accounting standards implemented in 2020 (continued)

IAS 12 - *Income Taxes* – The amendments clarify that the requirements in the former paragraph 52B (to recognize the income tax consequences of dividends where the transactions or events that generated distributable profits are recognized) apply to all income tax consequences of dividends by moving the paragraph away from paragraph 52A that only deals with situations where there are different tax rates for distributed and undistributed profits.

IAS 23 - *Borrowing Costs* – The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

The application of these amended IFRS standards has had no impact on the Corporation's financial statements.

(m) 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 Corporation is currently evaluating the impact of these amendments on its financial statements and will apply the amendments from the effective date.

3. Loans Payable

On January 22, 2020, the Corporation issued unsecured promissory notes for an aggregate principal amount of $100,010. The notes have a term of 12 months and bear interest at a rate of 12% per annum payable on maturity.

See note 6 for related party transactions.

(In Canadian Dollars)

4. Share Capital

(a) Authorized:

The Corporation has authorized share capital of an unlimited number of common shares.

(b) Issued common shares:

	Number of Shares		Amount
Balance, September 30, 2019	**1,963,824**	**$**	**1,363,419**
Common shares issued on private placement	2,777,000		312,412
Valuation of warrants issued	-		(152,351)
Share issue costs – cash	-		(40,252)
Valuation of broker warrants issued	-		(12,361)
Balance, September 30, 2020	**4,740,824**	**$**	**1,470,867**

On July 14, 2020, the Corporation closed a non-brokered private placement for gross proceeds of $312,412 through the issuance of 2,777,000 units (a "Unit" or "Units") of the Corporation at $0.1125 per Unit (the "Offering"). Each Unit consisted of (i) one common share in the capital of the Corporation (a "Common Share" or "Common Shares"), and (ii) one share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Common Share of the Corporation at a price of $0.23 per share until the date that is twenty-four months from the date of issuance. The Warrants were valued at $152,351 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 317%; Interest rate – 0.28%.

In connection with the Offering, the Corporation paid to registered dealers finders fees consisting of a cash commission equal to 8% of the aggregate subscription price of the Common Shares sold in the amount of $24,993 and issued 222,160 non-transferable common share purchase warrants (a "Broker Warrant") equal to 8% of the aggregate number of Units sold pursuant to the Offering. Each Broker Warrant entitles the holder to acquire one Common Share of the Corporation at a price of $0.1125 per share for a period of twenty-four months from the date of issuance.

(c) Warrants issued and outstanding as of September 30, 2020:

Issue Date	Expiry Date	Number of Warrants Outstanding	Exercise Price ($)
July 14, 2020	July 14, 2022	2,777,000	0.2300
July 14, 2020	July 24, 2022	222,160	0.1125

5. Stock Options

On June 6, 2016, shareholders of the Corporation approved an amended and restated stock option plan (the "2016 Rolling Option Plan"), and on July 20, 2016, the board of directors of the Corporation adopted a new 20% fixed number stock option plan (the "2016 Fixed Option Plan"), for the Corporation reserving 1,735,252 (20% of the issued and outstanding Common Shares on such date) Common Shares for issuance. The 2016 Fixed Option Plan and the 998,061 stock options (the "2016 Grants") granted under the 2016 Fixed Option Plan were subject to shareholder approval at a subsequent shareholders' meeting. Pursuant to section 3.9(f) of Policy 4.4 – Incentive Stock Options ("Policy 4.4") of the TSX Venture Exchange, the 2016 Grants were terminated and the Corporation reverted back to the 2016 Rolling Option Plan, as the 2016 Fixed Option Plan and 2016 Grants were not approved by shareholders within 12 months.

(In Canadian Dollars)

5. Stock Options (continued)

The following table reflects the actual stock options issued and outstanding as of September 30, 2020:

Expiry Date	Exercise Price ($)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (exercisable)	Number of Options Unvested
March 28, 2023	1.00	2.49	31,696	31,696	-
January 22, 2021	1.00	0.06	87,949	87,949	-

The options outstanding have a weighted average remaining contractual life of 0.89 years and a weighted average exercise price of $1.00.

6. Related Party Transactions

Related parties include officers of the Corporation, the Board of Directors, close family members, enterprises and others that the Corporation does not deal with at arm's length. The below noted transactions are in the normal course of business. The Corporation considers its directors and officers to be key management.

(i) During the year, the Corporation was charged $4,520 (2018 - $27,120) in monthly fees, and $2,825 in accounting services by CFO Advantage Inc., a company owned by Kyle Appleby, the Chief Financial Officer of the Corporation. In January 2020, the Corporation entered into an agreement to settle $95,740 of debt with CFO Advantage Inc. in exchange for $45,000, and terminated the monthly management agreement with CFO Advantage Inc. As at September 30, 2020, $1,325 (2019 - $91,220) is included in accounts payable and accrued liabilities for outstanding fees.

(ii) During the year, the Corporation was billed $45,887 (2019 - $6,340) by DLA Piper (Canada) LLP for legal expenses. Robbie Grossman is a partner of DLA Piper (Canada) LLP and an officer and director of the Corporation. Included in the September 30, 2020 accounts payable and accrued liabilities is $21,535 (2019 - $6,340) due to DLA Piper (Canada) LLP for legal fees and disbursements.

(iii) The Corporation was party to a credit agreement with Above The Fold, LLP ("ATF"), a privately held U.S. Corporation, to loan ATF up to US$100,000. As at September 30, 2019, the Corporation deemed the loan and accrued interest to be fully impaired and wrote off the balances. ATF was related due to Dr. Samuel Herschkowitz, one of the former directors and former officers of the Corporation, and Josh Kornberg, a former director of the Corporation, and Mr. Kornberg's spouse, being the managing members of ATF. Mr. Kornberg's spouse is also an officer of ATF.

(iv) As at September 30, 2020, $nil (2019 - $14,434) is owed to Josh Kornberg (a former director) for expenses paid on behalf of the Corporation.

(v) Included in loans payable (note 3) are two promissory notes for $20,000 principal amounts issued to individuals (James Greig and Toby Pierce) who became directors of the Corporation subsequent to the issuance of the notes.

(vi) James Greig and Toby Pierce, directors of the Corporation, each subscribed for 300,000 Units under the Offering (note 4).

7. Net Loss per Common Share

Diluted income (loss) per share for 2019 and 2018 did not include the effect of options or warrants as they are anti-dilutive.

8. 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 Corporation to concentrations of credit risks consist principally of cash and cash in trust. Cash is held with a major Canadian chartered bank and cash in trust is held by the Corporation's lawyers, from which management believes the risk of loss to be minimal.

(b) Interest Rate Risk:

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

(c) Liquidity Risk:

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

(d) Capital Management:

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

(e) Currency Risk:

Currency risk is the risk that fluctuations in the rates of exchange on foreign currency would impact the Corporation's cash flows. The Corporation'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 Corporation does not hold material balances in foreign currencies to give rise to exposure to foreign exchange risk.

(In Canadian Dollars)

9. Operating, general and administrative expenses

	2020	2019
Legal fees (and disbursements paid by legal)	$ 34,435	$ 6,340
Accounting and audit	15,964	22,922
Regulatory fees	12,857	8,619
Transfer agent	11,626	3,809
Other	7,741	424
	$ 82,623	$ 42,114

10. Income Taxes

Deferred taxes are calculated as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2020	2019
Non-capital losses carried forward	$ 717,269	$ 771,589
Capital losses carried forward	1,036,603	1,036,603
	$ 1,753,872	$1,808,192

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Corporation can utilize the benefits therefrom. Non-capital losses expire as noted in the table below. The remaining deductible temporary differences may be carried forward indefinitely.

At September 30, 2020 the Corporation had Canadian non-capital loss carry forwards of $717,269 (2019 - $771,589) which may be available to offset future year's taxable income. The losses expire as follows:

2034	228,342
2035	218,652
2036	118,383
2037	119,615
2038	-
2039	32,277
	$ 717,269

11. Settlement of debt

During the year ended September 30, 2020, the Corporation entered into debt settlement agreements with certain creditors to settle debt with a carrying value of $216,023 in exchange for $70,660, resulting in a gain on settlement of debt of $145,363. $95,740 of this was settled with a related party for $45,000 (note 6).

12. Subsequent Events

On January 19, 2021, the Corporation announced the closing of a non-brokered private placement (the “Offering”). Pursuant to the Offering, the Corporation raised gross proceeds of $998,512 through the issuance of 4,754,821 common shares of the Corporation at $0.21 per share. The net proceeds of the Offering will be used by the Corporation for working capital. In connection with the Offering, the Corporation paid registered dealers and finders (i) an aggregate cash commission of $62,947, and (ii) non-transferable finder’s warrants to purchase 299,748 common shares of the Corporation at an exercise price of $0.21 per share for a period of twenty-four (24) months from closing. All three directors of the Corporation participated in the Offering.

In January 2021, the Corporation closed a securities for debt settlement transaction with seven lenders, pursuant to which it issued an aggregate of 526,713 Units of the Corporation at a deemed price of $0.21 per Unit in satisfaction of $110,610 of debt (including accrued interest) pursuant to promissory notes issued in January 2020. Each Unit consists of one (1) common share of the Corporation and one (1) warrant with each warrant exercisable for one (1) common share of the Corporation at $0.28 per share for twenty-four (24) months from closing.

Subsequent to the year-end, 87,949 stock options issued to former officers and directors expired unexercised.

Subsequent to the year-end, 760,000 common shares of the Corporation were issued on the exercise of 760,000 warrants for proceeds of $174,800.

13. COVID-19

On January 30, 2020, the World Health Organization declared the coronavirus outbreak ("COVID-19") a "Public Health Emergency of International Concern" and on March 11, 2020, declared COVID-19 a pandemic. The outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact they will have on the Corporation’s financial position and results of operations for future periods.

PROSPECT PARK CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2020

INTRODUCTION

This Management's Discussion and Analysis ("**MD&A**") is dated January 28, 2021, unless otherwise indicated and should be read in conjunction with the audited financial statements of Prospect Park Capital Corp. (the "**Company**") for the years ended September 30, 2020 and 2019 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 year ended September 30, 2020 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 and 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 as a public healthcare focused investment corporation listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol PPK. On October 2, 2020 the Company amended its statement of investment policies and procedures to change the focus of the Company from healthcare investments to investments in the resource sector.

DISCUSSION OF OPERATIONS

On January 22, 2020, the Company and Prospect Park Management Inc., the general partner of Prospect Park Management Limited Partnership (the "**Manager**"), the manager of the Company, mutually agreed to terminate the management agreement (the "**Management Agreement**") dated September 25, 2014 whereby the Manager was appointed the manager of the Company to provide management, investment, valuation and administrative services and facilities to the Company and be responsible for the day-to-day operations of the Company. The senior officers of the Company, under the supervision of the board of directors of the Company, resumed the management of the day-to-day operations of the Company. In addition, on January 22, 2020, Samuel Herschkowitz (CEO and director), Jeffrey Barnes (director) and Seymour Fein (director) resigned and their vacancies were filled by James Greig (CEO and director) and Toby Pierce (director). On June 12, Josh Kornberg (director) resigned. The current directors are working on filling the vacancy with a new independent director.

In January 2020, the Company issued unsecured promissory notes (the "**Notes**") for an aggregate principal amount of $100,010. The Notes have a term of 12 months and bear interest at a rate of 12% per annum payable on maturity.

On July 14, 2020, the Company closed of a non-brokered private placement (the "**2020 Offering**"). Pursuant to the 2020 Offering, the Company raised gross proceeds of $312,412.50 through the issuance of 2,777,000 units of the Company at $0.1125 per unit. Each unit consisted of one (1) common share of the Company, and one (1) transferable common share purchase warrant, with each warrant entitling the holder thereof to acquire one additional common share of the Company at $0.23 per share for twenty-four months from closing. In connection with the 2020 Offering the Company paid finder's fees of an aggregate of $24,993 and issued compensation options for 222,160 common shares at $0.1125 per share for twenty-four months from closing.

During the quarter the Company entered into debt settlement agreements to settle debt with a carrying value of $216,021 in exchange for $70,659 (resulting in a gain on settlement of $145,363.

As at September 30, 2020, the Company had assets (all cash and cash in trust) of $233,765 compared to $7,491 at September 30, 2019, and liabilities (all current) of $149,003 (September 30, 2019 - $249,029), consisting of accounts payable and accrued liabilities of $48,993 and the Notes for $100,010.

For the year ended September 30, 2020, the Company had a net income of $54,140 (with basic and diluted income per share of $0.02, compared to a net loss of $(156,692) (with basic and diluted loss per share of $(0.02) for 2019. The following is a summary of operations for the year ended September 30, 2020 and 2019:

	2020	2019
Net investment gains (losses)		
Loss on sale of investments	$ -	$(1,015,860)
Gain on foreign exchange	-	803
Net change in unrealized loss on investments	-	1,015,156
Net investment gains (losses)	-	99
Impairment of loan and interest receivable	-	(124,514)
Gain on settlement of debt	145,363	-
Interest income	-	9,837
	145,363	(114,578)
Expenses:		
Operating, general and administrative	82,623	42,114
Interest expense	8,600	-
Net income (loss) and comprehensive income (loss)	$ 54,140	$ (156,692)

Loss on investments represented the realized loss and change in unrealized loss on investments (which were all sold in January 2019). Interest income had been accrued on a loan receivable. No interest had been accrued in the current period as the loan was considered fully impaired at September 30, 2019.

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

	2020	2019
Legal fees and disbursements paid by legal	$ 34,435	$ 6,340
Accounting and audit	15,964	22,922
Regulatory fees	12,857	8,619
Transfer agent	11,626	3,809
Other	7,741	424
	$ 82,623	$ 42,114

SELECTED ANNUAL INFORMATION

The following is selected financial data derived from the audited financial statements of the Company as at September 30, 2020, September 30, 2019 and September 30, 2018 and for the years then ended:

	Year ended September 30, 2020	**Year ended September 30, 2019**	**Year ended September 30, 2018**
Total revenues	nil	nil	nil
Total Income (loss) (1)(2)	54,140	(156,692)	79,031
Net income (loss) per share – basic (3)(4)	0.02	(0.02)	0.01
Net income (loss) per share – diluted (3)(4)	0.02	(0.02)	0.01
	As at September 30, 2020	**As at September 30, 2019**	**As at September 30, 2018**
Total assets	233,765	7,491	126,637
Total non-current financial liabilities	nil	nil	nil
Distribution or cash dividends (5)	nil	nil	nil

(1) Income (loss) from continuing operations, in total.
(2) Net (income) loss from operations, in total.
(3) Income (loss) from continuing operations, on a per-share and diluted per share basis.
(4) Net income (loss) from operations, on a per-share and diluted per-share basis.
(5) Declared per-share for each class of share.

As the Company has no material revenue, its ability to fund its operations is dependent upon completing one or more debt or equity financings or through the sale of assets. See "Risk Factors" below.

SUBSEQUENT EVENTS

On January 19, 2021, the Company closed a non-brokered private placement (the "**2021 Offering**"). Pursuant to the 2021 Offering, the Company raised gross proceeds of $998,512 through the issuance of 4,754,821 common shares of the Company at $0.21 per share. In connection with the 2021 Offering, the Company paid registered dealers and finders (i) an aggregate cash commission of $62,947, and (ii) non-transferable finder's warrants to purchase 299,748 common shares of the Company at an exercise price of $0.21 per share for a period of twenty-four months from closing. All three directors of the Company participated in the 2021 Offering.

In addition, on January 19, 2021, the Company closed a securities for debt transaction with seven lenders, pursuant to which it issued an aggregate of 526,713 units of the Company at a deemed price of $0.21 per unit in satisfaction of $110,610 (including accrued interest) of indebtedness pursuant to the Notes. 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 $0.28 per share for twenty-four months from closing.

Subsequent to the year-end, 87,949 stock options issued to former officers and directors expired unexercised.

Subsequent to the year-end, 760,000 common shares of the Corporation were issued on the exercise of 760,000 warrants for proceeds of $174,800.

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] ($)
September 30, 2020	-	(13,925)	(0.01)
June 30, 2020	-	(20,884)	(0.01)
March 31, 2020	-	94,230	0.05
December 31, 2019	-	(5,281)	(0.00)
September 30, 2019	-	(133,769)	(0.10)
June 30, 2019	-	(7,165)	(0.00)
March 31, 2019	-	(14,073)	(0.01)
December 31, 2018	-	(1,685)	(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 September 30, 2020, the Company had cash and cash in trust of $233,765 (September 30, 2019 - $7,491), and working capital of $84,762 (September 30, 2019 - working capital deficit of $241,538).

During the year, the Company had an increase in cash and cash in trust of $226,274 (2019 - $2,776). Cash used in operating activities was $145,896 compared to $4,568 in 2019. The increase is the result of corporate restructuring expenses and settling of various payables. During the year, the Company received $100,010 from the issuance of the Notes, and proceeds of $312,412 from the 2020 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 of the Company, the board of directors, 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. The Company considers its directors and officers to be key management.

(i) During the year, the Company was charged $4,520 (2018 - $27,120) in monthly fees, and $2,825 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, and terminated the monthly management agreement with CFO Advantage Inc. As at September 30 2020, $1,325 (September 30, 2019 - $91,220) is included in accounts payable and accrued liabilities for outstanding fees.

(ii) During the year, the Company was billed $45,887 (2019 - $6,340) by DLA Piper (Canada) LLP for legal expenses. Robbie Grossman is a partner of DLA Piper (Canada) LLP and an officer and director of the Company. Included in the September 30, 2020 accounts payable and accrued liabilities is $21,535 (2019 - $6,340) due to DLA Piper (Canada) LLP for legal fees and disbursements.

(iii) Pursuant to the Management Agreement the Manager was appointed the manager of the Company to provide management, investment, valuation and administrative services and facilities to the Company and be responsible for the day-to-day operations of the Company. Effective January 22, 2020, the Management Agreement was terminated.

(iv) As at September 30, 2020, $nil (September 30, 2019 - $14,434) was owed to Joshua Kornberg (a former director of the Company) for expenses paid on behalf of the Company.

(v) $20,000 principal amount of the Notes were issued to individuals (James Greig and Toby Pierce) who became directors of the Company subsequent to the issuance of the Notes.

(vi) Toby Pierce and James Greig, directors of the Company, each subscribed for 300,000 units under the 2020 Offering.

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.

Investments made by the Company may lack liquidity.

Due to market conditions beyond its control, including investor demand, resale restrictions, general market trends and regulatory restrictions, the Company may not be able to liquidate investments, including its investments and any other target companies without a listed market for their securities, when it would otherwise desire to do so in order to operate in accordance with its investment policy and strategy. Such lack of liquidity could have a material adverse effect on the value of the Company's investments and, consequently, the value of the shares of the Company.

There is no guarantee that the Company will be able to reduce its investment risk by diversifying its investment portfolio. Expenses incurred by the Company may exceed any gains realized by the Company on its investments.

The Company intends to participate in a limited number of investments and, as a consequence, the aggregate returns realized by the Company may be substantially and adversely affected by the unfavourable performance of even a single investment. Accordingly, there can be no assurance that the Company will be able to reduce its investment risk by diversifying its portfolio. The resulting lack of diversification may adversely impact the ability of the Company to achieve its desired investment returns.

The long–term viability for the Company will depend, in part, on its ability to raise additional investment capital.

If the Company is unable to raise additional investment capital either through investment returns or new financing through securities offerings, then it will be limited in its ability to fulfill its investment objectives. This may adversely affect its long–term viability. To raise additional capital, the Company may have to issue additional shares which may dilute the interests of existing shareholders.

The Company faces competition from other capital providers and there can be no assurance that suitable investments will be found.

The Company faces competition from other capital providers, all of which compete for investment opportunities. These competitors may limit the Company's opportunities to acquire interests in investments that are attractive to the Company. The Company may be required to invest otherwise than in accordance with its investment policy and strategy in order to meet its investment objectives. If the Company is required to invest other than in accordance with its investment policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

The Company will be dependent on attracting key personnel.

The Company's success will depend on its ability to attract and retain its key personnel. The inability of the Company to retain its directors or officers, as a result of volatility or lack of positive performance in the Company's stock price, may adversely affect the Company's ability to carry out its business.

Shareholders will be required to rely on the Company to conduct the business of the Company. The services provided by the Directors will not be exclusive to the Company and conflicts of interest may arise in the ordinary course of business.

Shareholders will be required to rely on the business judgment, expertise and integrity of the directors and officers of the Company. The Company must rely substantially upon the knowledge and expertise of its directors and officers in entering into any investment agreement or investment arrangements, in determining the composition of the Company's investment portfolio, and in determining when and whether to dispose of securities owned by the Company. The death or disability of any of the Company's directors and officers could adversely affect the ability of the Company to achieve its objectives.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as may be required to effectively manage the Company. Certain of the directors and officers of the Company are engaged and will continue to be engaged in the search for investments for themselves and on behalf of others, including other private and public corporations. Accordingly, conflicts of interest may arise from time to time. Any conflicts will be subject to the procedures and remedies under the *Business Corporations Act (Ontario)*.

Shareholders may face dilution in the event of the issuance of additional securities.

The Company is authorized to issue an unlimited number of shares. In order to fund further investments, the Company may have to issue additional securities including, but not limited to common shares, or some form of convertible security, the effect of which will result in a dilution of the equity interest of any existing shareholders.

The Company is not required to pay dividends.

To date, the Company has not paid dividends on any of its shares and the Company does not intend, and is not required, to pay any dividends on its shares in the foreseeable future. Any decision to pay dividends will be made on the basis of the Company's earnings, financial requirements and other conditions.

The market price of securities of the Company may be volatile.

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many junior companies have experienced wide fluctuations in price. The market price of the shares may be volatile and could be subject to wide fluctuations due to a number of factors. Broad market fluctuations, as well as economic conditions generally and in the healthcare industry specifically, may adversely affect the market price of the shares.

Loss of Foreign Private Issuer Status.

If the Company lost its status as a foreign private issuer, the Company could, subject to an exemption, be required to commence reporting on forms required of U.S. domestic companies, such as Forms 10-K, 10-Q and 8-K. It could also become subject to U.S. proxy rules, and certain holders of its equity securities could become subject to the insider reporting and “short swing” profit rules under Section 16 of the Securities Exchange Act of 1934, as amended. In addition, any securities issued by the Company if it lost foreign private issuer status would become subject to certain rules and restrictions under the Securities Act of 1933, as amended, even if they are issued or resold outside the United States. Compliance with the additional disclosure, compliance and timing requirements under these securities laws would likely result in increased expenses and would require the Company’s management to devote substantial time and resources to comply with new regulatory requirements.

Investments in early-stage companies.

The investments by the Company in the future may, expose the Company to the risks inherent with an investment in early-stage companies. Each of the investment is, and any other investment that the Company may invest in may be, an early-stage company whose products and technologies: are under development; will require further investment; are without a substantial market; are dependent on acceptance by the marketplace of new technologies and products; and face competition from other companies, many of which have greater financial, marketing, technological and personnel resources.

Minority interest in investment companies.

The Company will often hold a minority interest in companies, and may hold minority interests in any future companies and will have a limited ability to influence management of such companies with respect to: business and financial decisions; the issuance of additional securities; and the issue price for additional securities.

COVID-19

In addition, the outbreak of the novel strain of corona virus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

RECENT ACCOUNTING PRONOUNCEMENTS

The following new and amended IFRS standards have been adopted as at October 1, 2019. The adoption of these standards did not have a retrospective impact on any financial statement balances as at that date.

IFRS 16 – Leases – The standard was issued by the IASB on January 13, 2016, and will replace IAS 17, "Leases". IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The new standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has also been applied. The application of this new IFRS standard has had no impact on the Company's financial statements as it had no leases in place.

In December 2017, the IASB published Annual Improvements to IFRS Standards 2015–2017 Cycle, containing the following amendments to IFRS. These amendments were effective for annual periods beginning on or after January 1, 2019.

IFRS 3 - Business Combinations and IFRS 11 - Joint Arrangements – The amendments to IFRS 3clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.

IAS 12 - Income Taxes – The amendments clarify that the requirements in the former paragraph 52B (to recognize the income tax consequences of dividends where the transactions or events that generated distributable profits are recognized) apply to all income tax consequences of dividends by moving the paragraph away from paragraph 52A that only deals with situations where there are different tax rates for distributed and undistributed profits.

IAS 23 - Borrowing Costs – The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. Amendments to Share-based Payment ("IFRS 2").

The application of these amended IFRS standards has had no impact on the Company's financial statements.

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.

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 is not subject to any capital requirements imposed by a lending institution or regulatory body, other than that of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000, and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of the date hereof, management believes it is compliant with the policies of the TSXV. 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.

SHARE CAPITAL

As of the date of this MD&A, the Company had 10,782,358 issued and outstanding common shares. In addition, the Company had common share purchase warrants outstanding exercisable for 3,065,621 common shares, and incentive stock options outstanding exercisable for 31,696 common shares. Therefore, the Company had 13,879,675 common shares on a fully diluted basis.

Schedule B

Interim Financial Statements and Managements' Discussion and Analysis

See attached.

Unaudited Condensed Interim Financial Statements
(In Canadian dollars)

PROSPECT PARK CAPITAL CORP.

THREE AND SIX MONTHS ENDED MARCH 31, 2021

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Unaudited Condensed Interim Statements of Financial Position

As at March 31, 2021 and September 30, 2020

	March 31, 2021 (Unaudited)	September 30, 2020 (Audited)
Assets		
Current assets:		
Cash	$ 897,122	$ 16,116
Cash in trust (note 2)	291,235	217,649
	$ 1,188,357	$ 233,765
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities (note 6)	$ 59,234	$ 48,993
Loans payable (note 3)	-	100,010
	59,234	149,003
Shareholders' equity:		
Share capital (note 4)	2,644,808	1,470,867
Reserves (note 4)	548,617	528,940
Deficit	(2,064,302)	(1,915,045)
	1,129,123	84,762
	$ 1,188,357	$ 233,765

Nature of Operations and Going Concern (note 1)

Subsequent Events (note 12)

See accompanying notes to condensed interim financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Unaudited Condensed Interim Statements of Income (Loss) and Comprehensive Income (Loss)

	Three months ended March 31, 2021	Three months ended March 31, 2020	Six months ended March 31, 2021	Six months ended March 31, 2020
Expenses:				
Operating, general and administrative (note 11)	$ 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 (note 7)	-	(145,363)	-	(145,363)
Net income (loss) and comprehensive income (loss)	$ (125,494)	$ 94,229	$ (149,257)	$ 88,949
Income (loss) per common share – basic and diluted (note 8)	$ (0.00)	$ 0.02	$ (0.01)	$ 0.02
Weighted average number of shares outstanding - basic and diluted (note 8)	29,002,101	5,891,469	21,835,988	5,891,469

See accompanying notes to condensed interim financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Unaudited Condensed Interim Statements of Changes in Shareholders' Equity (Deficit)

For the six months ended March 31, 2021 and March 31, 2020

		Reserves		
	Share capital	Contributed surplus	Deficit	Total
Balance, September 30, 2019	$ 1,363,419	$ 364,228	$ (1,969,185)	$ (241,538)
Net income for the period	-	-	88,949	88,949
Balance, March 31, 2020	$ 1,363,419	$ 364,228	$ (1,880,236)	$ (152,589)
Balance, September 30, 2020	$ 1,470,867	$ 528,940	$ (1,915,045)	$ 84,762
Shares issued on private placement (note 4)	998,512	-	-	998,512
Share issue costs (note 4)	(151,677)	61,372	-	(90,305)
Shares issued on exercise of warrants (note 4)	216,495	(41,695)	-	174,800
Shares issued on settlement of debt (note 4)	110,611	-	-	110,611
Net loss for the period	-	-	(149,257)	(149,257)
Balance, March 31, 2021	$ 2,644,808	$ 548,617	$ (2,064,302)	$ 1,129,123

See accompanying notes to condensed interim financial statements.

PROSPECT PARK CAPITAL CORP.

(In Canadian dollars)

Unaudited Condensed Interim Statements of Cash Flows

For the six months ended March 31, 2021 and March 31, 2020

	2021	2020
Cash provided by (used in):		
Operating activities:		
Net income (loss)	$ (149,257)	$ 88,949
Change in non-cash operating items:		
Gain on settlement of debt	-	(145,363)
Change in non-cash working capital:		
Accounts payable and accrued liabilities	20,842	(36,750)
Net cash used in operating activities	(128,415)	(93,164)
Financing activities:		
Loan proceeds	-	100,010
Proceeds from issuance of common shares (net of share issue costs) (note 4)	908,207	-
Exercise of warrants (note 4)	174,800	-
Net cash provided by financing activities	1,083,007	100,010
Increase in cash	954,592	6,846
Cash and cash in trust, beginning of period	233,765	7,491
Cash and cash in trust, end of period	$ 1,188,357	$ 14,337

See accompanying notes to condensed interim financial statements.

1. Nature of Operations and Going Concern

Prospect Park Capital Corp. (the "Corporation" or "Prospect Park") was incorporated under the *Business Corporations Act* (Ontario) on September 7, 2012. The registered office of the Corporation is located at Suite 600, 100 King Street West, Toronto, Ontario, M5X 1E2.

On March 28, 2013, the Corporation completed an initial public offering ("IPO") pursuant to Policy 2.4 – Capital Pool Companies (the "CPC Policy") of the TSX Venture Exchange ("Exchange") and became classified as a Capital Pool Company (as such term is defined in the CPC Policy). The Corporation's common shares were listed on the Exchange on March 27, 2013 and commenced trading on March 28, 2013 under the symbol "PPK.P".

The current market conditions and volatility increase the uncertainty of the Corporation's ability to continue as a going concern given the need to both manage expenditures and to raise additional funds. The Corporation will continue to search for new or alternate sources of financing in order to purchase new investments but anticipates that the current market conditions may impact the ability to source such funds. These material uncertainties cast significant doubt on the Corporation's ability to continue as a going concern.

There can be no assurance that the Corporation will be able to continue to raise funds in which case the Corporation may be unable to meet its obligations. Should the Corporation be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position.

On October 2, 2020 the Corporation amended its statement of investment policies and procedures to change the focus of the Corporation from healthcare investments to investments in the resource sector.

On February 3, 2021, the Corporation completed a split of its common shares, on the basis of three (3) post-split common shares for each one (1) pre-split common share. As a result, all outstanding common shares and stock option information presented in these condensed interim financial statements has been retroactively adjusted on this basis.

2. Significant Accounting Policies

Statement of compliance and basis of presentation

These interim financial statements are unaudited and have been prepared on a condensed basis in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, issued by the International Accounting Standards Board using accounting policies consistent with International Financial Reporting Standards ("IFRS").

The condensed interim financial statements have been prepared on historical cost basis except for some financial instruments that have been measured at fair value, as explained in the accounting policies set out below.

These condensed interim financial statements were authorized by the Board of Directors of the Corporation on May 31, 2021.

2. Significant Accounting Policies (continued)

The same accounting policies and methods of computation were followed in the preparation of these interim financial statements as were followed in the preparation and described in Note 2 of the annual financial statements as at and for the year ended September 30, 2020. Accordingly, these interim financial statements for the three and six months ended March 31, 2021 and March 31, 2020 should be read together with the annual financial statements as at and for the year ended September 30, 2020.

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 Corporation is currently evaluating the impact of these amendments on its financial statements and will apply the amendments from the effective date.

3. Loans Payable

On January 22, 2020, the Corporation issued unsecured promissory notes (the “Notes”) for an aggregate principal amount of $100,010. The Notes have a term of 12 months and bear interest at a rate of 12% per annum payable on maturity.

The Notes and accrued interest were settled on January 19, 2021 through the issuance of Units (see note 4(iv)).

See note 6 for related party transactions.

(In Canadian Dollars)

4. Share Capital

(a) Authorized:

The Corporation has authorized share capital of an unlimited number of common shares.

(b) Issued common shares:

	Number of Shares		Amount
Balance, September 30, 2019	**5,891,470**	**$**	**1,363,419**
Common shares issued on private placement (i)	8,331,000		312,412
Valuation of warrants issued (i)	-		(152,351)
Share issue costs – cash (i)	-		(40,252)
Valuation of broker warrants issued (i)	-		(12,361)
Balance, September 30, 2020	**14,222,470**	**$**	**1,470,867**
Common shares issued on exercise of warrants (ii)	2,280,000		174,800
Value of warrants exercised	-		41,695
Common shares issued on private placement (iii)	14,264,463		998,512
Shares issue costs – cash (iii)	-		(90,305)
Valuation of broker warrants issued (iii)	-		(61,372)
Settlement of debt (iv)	1,580,139		110,611
Balance, March 31, 2021	**32,347,072**	**$**	**2,644,808**

(i) On July 14, 2020, the Corporation closed a non-brokered private placement for gross proceeds of $312,412 through the issuance of 8,331,000 units (a "Unit" or "Units") of the Corporation at $0.0375 per Unit (the "Offering"). Each Unit consisted of (i) one common share in the capital of the Corporation (a "Common Share" or "Common Shares"), and (ii) one share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Common Share of the Corporation at a price of $0.0767 per share until the date that is twenty-four (24) months from the date of issuance. The Warrants were valued at $152,351 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 317%; Interest rate – 0.28%.

In connection with the Offering, the Corporation paid registered dealers finders fees consisting of a cash commission equal to 8% of the aggregate subscription price of the Common Shares sold in the amount of $24,993 and issued 666,480 non-transferable common share purchase warrants (a "Broker Warrant") equal to 8% of the aggregate number of Units sold pursuant to the Offering. Each Broker Warrant entitles the holder to acquire one Common Share of the Corporation at a price of $0.0375 per share for a period of twenty-four (24) months from the date of issuance.

(ii) In December 2020, 2,280,000 warrants to purchase common shares of the Corporation were exercised at a price of $0.767 per common share, resulting in proceeds to the Corporation of $174,800.

(In Canadian Dollars)

4. Share Capital (continued)

(iii) On January 19, 2021, the Corporation closed a non-brokered private placement for gross proceeds of $998,512 through the issuance of 14,264,463 common shares of the Corporation at $0.07 per share (the "January Offering").

In connection with the January Offering, the Corporation paid registered dealers finders fees consisting of a cash commission in the amount of $62,947 and issued 899,244 non-transferable common share purchase warrants (a "Broker Warrant"). Each Broker Warrant entitles the holder to acquire one common share of the Corporation at a price of $0.07 per share for a period of twenty-four months from the date of issuance. The Warrants were valued at $61,372 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 317%; Interest rate – 0.28%.

(iv) On January 19, 2021, the Corporation closed a securities for debt settlement transaction with seven lenders, pursuant to which it issued an aggregate of 1,580,139 units (a "Unit" or "Units") of the Corporation at a deemed price of $0.07 per Unit in satisfaction of $110,611 of debt (including accrued interest) pursuant to the Notes issued in January 2020. Each Unit consists of one (1) common share in the capital of the Corporation (a "Common Share" or "Common Shares") and one (1) share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Common Share of the Corporation at a price of $0.093 per share for twenty-four (24) months from closing. Two of the lenders are current directors of the Corporation but they acquired the Notes (for an aggregate principal amount of $20,000) prior to becoming directors of the Corporation.

(c) Warrants issued and outstanding as of March 31, 2021:

Issue Date	Expiry Date	Number of Warrants Outstanding	Exercise Price ($)
July 14, 2020	July 14, 2022	6,051,000	0.0767
July 14, 2020	July 14, 2022	666,480	0.0375
January 19, 2021	January 19, 2023	899,244	0.0700
January 19, 2021	January 19, 2023	1,580,139	0.0930

5. Stock Options

On June 6, 2016, shareholders of the Corporation approved an amended and restated stock option plan (the "2016 Rolling Option Plan"), and on July 20, 2016, the board of directors of the Corporation adopted a new 20% fixed number stock option plan (the "2016 Fixed Option Plan"), for the Corporation reserving 1,735,252 (20% of the issued and outstanding Common Shares on such date) Common Shares for issuance. The 2016 Fixed Option Plan and the 998,061 stock options (the "2016 Grants") granted under the 2016 Fixed Option Plan were subject to shareholder approval at a subsequent shareholders' meeting. Pursuant to section 3.9(f) of Policy 4.4 – Incentive Stock Options ("Policy 4.4") of the TSX Venture Exchange, the 2016 Grants were terminated and the Corporation reverted back to the 2016 Rolling Option Plan, as the 2016 Fixed Option Plan and 2016 Grants were not approved by shareholders within 12 months.

(In Canadian Dollars)

5. Stock Options (continued)

The following table reflects the actual stock options issued and outstanding as of March 31, 2021:

Expiry Date	Exercise Price ($)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (exercisable)	Number of Options Unvested
March 28, 2023	0.33	2.24	95,088	95,088	-

On January 22, 2021, 263,847 stock options issued to former officers and directors expired unexercised.

The options outstanding have a weighted average remaining contractual life of 1.99 years and a weighted average exercise price of $0.33.

6. Related Party Transactions

Related parties include officers and directors of the Corporation, close family members, enterprises and others that the Corporation 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 Corporation 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 Corporation. In January 2020, the Corporation 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 Corporation was billed $105,398 (six months ended March 31, 2020 - $25,317) by DLA Piper (Canada) LLP for legal expenses (including costs/disbursement paid by DLA Piper (Canada) LLP)). Robbie Grossman is a partner of DLA Piper (Canada) LLP and an officer and director of the Corporation. 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 Corporation was charged $12,150 (six months ended March 31, 2020 - $Nil) in consulting fees by two directors of the Corporation (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 Corporation but they acquired the Notes (for an aggregate principal amount of $20,000) prior to becoming directors of the Corporation. They were directors of the Corporation on January 19, 2021 at the time of the securities for debt transaction.

(v) James Greig and Toby Pierce, directors of the Corporation, each subscribed for 900,000 Units under the Offering (note 4(i)).

6. Related Party Transactions

(v) Three directors of the Corporation, subscribed for shares in the January Offering (note 4(iii) ((James Greig – 720,000 shares, Toby Pierce – 1,050,000 shares, and Robbie Grossman – 225,000 shares).

7. Settlement of Debt

During the six months ended March 31, 2020, the Corporation entered into debt settlement agreements with certain creditors to settle debt with a carrying value of $216,023 in exchange for $70,660, resulting in a gain on settlement of debt of $145,363. $95,740 of this was settled with a related party for $45,000 (note 6(i)).

8. Net Income (Loss) per Common Share

Diluted income (loss) per share for the periods ended March 31, 2021 and 2020 did not include the effect of options or warrants as they are anti-dilutive.

9. Capital Management

The Corporation'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 Corporation's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Corporation 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 Corporation may attempt to issue new shares.

The Corporation does not have any externally imposed capital requirements to which it is subject.

10. Financial Instruments and Risk Management

Fair Values

The Corporation’s financial instruments consist of cash, cash in trust and accounts payable and accrued liabilities. The fair values of these instruments approximate their carrying values due to the short-term nature of these instruments.

The Corporation is exposed in varying degrees to a number of risks arising from financial instruments. Management’s involvement in the operations allows for the identification of risks and variances from expectations. The Corporation does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board’s main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Corporation’s search for interest in a business or assets to acquire, and limited exposure to credit and market risks.

10. Financial Instruments and Risk Management (continued)

The types of risk exposure and the way in which such exposures are managed are as follows:

(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 Corporation to concentrations of credit risks consist principally of cash and cash in trust. Cash is held with a major Canadian chartered bank and cash in trust is held by the Corporation's lawyers, from which management believes the risk of loss to be minimal.

(b) Interest Rate Risk:

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

(c) Liquidity Risk:

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

(d) Currency Risk:

Currency risk is the risk that fluctuations in the rates of exchange on foreign currency would impact the Corporation's cash flows. The Corporation'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 Corporation does not hold material balances in foreign currencies to give rise to exposure to foreign exchange risk.

11. Operating, general and administrative Expenses

	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
Consulting	27,900	-	27,900	-
Regulatory fees	7,005	12,009	12,433	12,009
Accounting and audit	5,528	3,185	9,528	7,705
Office and general	6,317	206	8,199	295
Transfer agent	4,149	7,917	8,038	8,588
	$ 125,494	$ 48,634	$ 146,232	$ 53,914

12. Subsequent Events

On March 1, 2021, the Corportion entered into a definitive agreement with DiiTalk wherein the parties agreed to the Corporation acquiring all of the issued and outstanding securities of DiiTalk (the "Proposed Investment"). Subsequent to March 31, 2021, the parties have mutually agreed to terminate the Proposed Equity Investment.

In April 2021, Diitalk Communications Inc. ("Diitalk") issued a $150,000 principal amount convertible debenture to the Corporation 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 Corporation 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, 1289580 B.C. Ltd. o/a GetTheSupport ("GetTheSupport") issued a $150,000 principal amount convertible debenture to the Corporation 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 Corporation the principal amount and accrued and unpaid interest under the debenture is convertible into common shares of GetTheSupport at $0.10 per share.

13. Covid-19

On January 30 2020, the World Health Organization declared the coronavirus outbreak ("COVID-19") a "Public Health Emergency of International Concern" and on March 11, 2020, declared COVID-19 a pandemic. The outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact they will have on the Corporation's financial position and results of operations for future periods.

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 ($)	Net Income (Loss)	
		Total ($)	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.

Schedule C

Investment Policy

See attached.

PROSPECT PARK CAPITAL CORP.

STATEMENT OF INVESTMENT POLICIES AND PROCEDURES

March 1, 2021

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SECTION 1 – PURPOSE

1.1 This Statement of Investment Policies and Procedures (the "**Statement**") has been adopted to provide broad investment guidelines for the management of Prospect Park Capital Corp. (the "**Company**") with respect to the assets of the Company (the "**Investments**").

1.2 The Company is listed on the TSX Venture Exchange (the "**Exchange**") under the symbol PPK.P and is an Investment Issuer (as such term is defined by the Exchange).

1.3 The purpose of this Statement is to outline the procedures and policies to effectively manage and monitor the Investments. The Investments will be managed in accordance with all applicable legal requirements.

1.4 This Statement has been adopted by the Company based on an evaluation of the financial needs of the Investments and the risks of alternative investment policies.

1.5 The board of directors of the Company (the "**Board**") has ultimate responsibility and decision-making authority for the Investments. The Board has the responsibility to govern its Investments and may appoint an investment committee ("**Committee**") in meeting that responsibility. In connection with the Committee, the Board will (i) appoint the Committee and delegate certain responsibilities to the Committee, (ii) receive the Committee's recommendations with respect to the Statement and approve or amend the Statement as appropriate, (iii) review all other recommendations and reports of the Committee with respect to the Company and take appropriate action.

1.6 The Board, in carrying out its responsibilities to the Company, or if a Committee has been appointed by the Board, the Committee, in carrying out its responsibilities to the Board, will (i) establish investment policies in addition to what is included in the Statement if deemed necessary by the Board or the Committee, if any, (ii) determine prudent asset class strategies, (iii) make prudent asset allocation decisions, (iv) retain investment managers/advisors to implement asset allocation and asset class strategy decisions if deemed necessary by the Board or the Committee, if any, (v) control and account for all expenses associated with the Investments, (vi) monitor and supervise all service vendors and investment options, take corrective action by replacing a manager/advisor if they deem it appropriate at any time, and (vii) ensure that proper internal controls are developed if required to safeguard the Investments.

1.7 The Board or the Committee, if a Committee has been appointed by the Board, may engage qualified third parties in carrying out its responsibilities.

1.8 The Board or the Committee, if a Committee has been appointed by the Board, may appoint an investment manager ("**Investment Manager**") to assist the Board or the Committee, if any, in such areas as asset allocation, investment policy, portfolio strategy implementation, performance monitoring and evaluation, implementation of rebalancing policy, and education for the members of the Board and the Committee, if any. If appointed in this capacity, the Investment Manager is the fiduciary responsible for the investment of the assets of the Investments assigned to it, and has the responsibility to select, monitor, evaluate and make appropriate changes with respect to sub-advisors or other investment professionals that assist the Investment Manager with respect to the management of the Investments under the Investment Manager's investment discretion. The Investment Manager is responsible for investing the assets of the Investments in a manner consistent with this Statement and with its own investment guidelines which shall be communicated to the Board and/or the Committee, if any, as applicable from time to time. The Investment Manager is responsible for frequent and open communications with the Board and/or the Committee, if any, on all significant matters pertaining to investment policies and the management of Investments. This includes regular reporting of investment results compared to appropriate benchmarks and of changes in investment sub-advisors. The Investment Manager is also responsible for reporting significant changes in investment outlook, investment strategy and risk levels. If an Investment Manager is appointed by the Board or the Committee, if any, such Investment Manager is expected to comply, at all times and in all respects, with the code of Ethics and Standards of Professional Conduct as promulgated by the CFA Institute. The Investment Manager, if any, will manage the Investments with the care, diligence and skill that an investment manager of ordinary prudence would use in dealing with all clients. The Investment Manager, if any, will also use all relevant knowledge and skill that it possesses or ought to possess as a prudent Investment Manager. Finally, the Investment Manager, if any, shall promptly disclose all direct and indirect conflicts-of-interest to the Board and/or the Committee, if any.

1.9 The Board or the Committee, if a Committee has been appointed by the Board, may appoint a custodian (the "**Custodian**"), which will be responsible for the safekeeping and reporting of the Investments.

SECTION 2 – BUSINESS OBJECTIVES AND INVESTMENT STRATEGY

2.1 The Company's investment objectives, investment strategy and investment restrictions may be amended from time to time on the recommendation of the Board or the Committee, if a Committee has been appointed by the Board, and the management and approval by the Board.

2.2 Business Objectives

(a) The Company's business objective is to give its shareholders the opportunity to indirectly participate in investments in (i) early stages of a target company's ("**Target Company**") development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) Target Company's that require strategic guidance and thus are undervalued, which investments would commonly not be otherwise available to such shareholders.

(b) The Company will provide a solution to pervasive problems associated with angel and/or minority investor investments through its structure as an accessible vehicle for investors that provides liquidity and diversification.

(c) The Company will seek high return investment opportunities by investing in enterprises that have the potential to be commercially viable and have visibility toward high growth. The Company will allow for diversification and will enter investments at an early or strategic stage in the Target Company's growth to maximize returns. Risk will be managed by applying the considerable business expertise of its directors and officers to the investments undertaken.

(d) The Corporation seeks to invest wherever practicable for the purpose of being actively involved in the management of any Target Company in which it invests, including seeking board representation or board observation rights.

(e) When equity investments will be made, they will often be accompanied by share purchase warrants to enhance the return on account of the increased risk. It is anticipated that debt investments will often include conversion rights and be accompanied by bonus shares or warrants, and will typically be secured by tangible assets of sufficient value to safeguard the investment.

2.3 Investment Strategies

(a) The Company will seek to invest in early or strategic financing rounds of a Target Company to take advantage of favourable valuations and larger exit multiples. Early or strategic round financings will add considerably more value to invested funds through risk management rather than the risk avoidance that is characteristic of later-stage financings. Further, early or strategic stage financing will allow later rounds to provide liquidity if need be, thereby lowering risk.

(b) The Company will seek investments in various companies in one or more industries and focus on investments with clear paths to liquidity in a three to five year period. Liquidity events will most likely be in form of acquisitions of the Target Companies or initial public offerings. As investment issuers need to be managed for cash flow in order to reduce financing risks associated with delayed liquidity events, certain sectors will not be considered by the Company.

(c) Returns are expected to materialize through capital gains based on the growth of both tangible and intangible asset values. Value creation will be achieved through high-interest loans to Target Companies, acquisition of shares, warrants and other equity of Target Companies, leading Target Companies through later-round financings and realizing on significant liquidity events of Target Companies.

(d) The Company will obtain detailed knowledge of the business of the Target Company.

(e) The Company will utilize the services of independent geological consultants, advisors and engineers to gain additional information on Target Companies where appropriate.

(f) The Company will obtain contractual rights of access to the books and records of the Target Companies.

(g) The Company will invest at least 75% of its assets in Target Companies where one or more of the following factors are present: (i) the Company holds securities representing more than 10% of the outstanding equity or voting securities of such Target Company; (ii) the Company has the right to appoint a board or board observer seat on such Target Company; (iii) the Company has the right to place restrictions on the management of the Target Company, or has approval or veto rights over decisions made by the management of the Target Company; or (iv) the Company has the right to restrict the transfer of securities by other securityholders of the Target Company.

Notwithstanding the foregoing, from time to time, the Board may authorize such investments outside of these disciplines as it sees fit for the benefit of the Company.

2.4 Diversification

The Company will seek diversification by investing in various stages of the Target Companies' development. As noted, the Company's investment strategy will focus on investments in debt and equity financings by Target Company's in an early-stage or that require strategic guidance and thus are undervalued.

2.5 Composition of Investment Portfolio

Subject to availability of capital, the Company intends to create a diversified portfolio of investments consisting of equity and/or debt investments. The composition of the investment portfolio will depend, in part, on available capital and investment opportunities available to the Company and will vary over time depending on an array of factors, including the state of financial markets.

SECTION 3 – INVESTMENT CATEGORIES

3.1 Investments may be made in any of the following investment categories:

(a) Canadian and non-Canadian common or preferred stocks, partnership units, warrants or rights, including but not limited to (i) those listed on a recognized stock exchange, (ii) over the counter stocks, and (iii) debt convertible into equity;

(b) debt securities of Canadian and non-Canadian issuers, including those denominated in non-Canadian currencies;

(c) real estate and real estate debentures;

(d) mortgages;

(e) deposits with banks or trust companies;

(f) contracts with life insurance companies;

(g) short-term money market investments;

(h) foreign country index futures contracts, on an unleveraged basis; and

(i) forward currency contracts, on an unleveraged basis, if used to hedge, not speculate.

3.2 Investments may be made in the above asset classes either directly or indirectly.

SECTION 4 – VOTING RIGHTS

4.1 Any voting rights associated with securities held by the Company through its Investments will be exercised at the discretion of the Board or the Committee, if a Committee has been appointed by the Board, using the Company and its shareholders' best interests as the sole voting criterion. The Company may delegate voting rights acquired through any investment to the Investment Manager, if any.

4.2 The Board or the Committee, if any, or the Investment Manager, if any, are required to vote in favour of any proposal which, in such party's opinion, will accrue and enhance the investment value of the relevant security, and against any proposals that will increase the risk level or reduce the investment value of the relevant security.

4.3 If the Investment Manager, if any, or any of its officers, has any direct or indirect material pecuniary interest in any matter on which the Investments has a right to vote, the firm has been instructed to advise the Company, and the Company will then (a) instruct the firm to vote in accordance with the principle stated in Section 4.2, on the grounds that the pecuniary interest is not material; or (b) instruct the firm how to vote after the Company evaluates the issue in accordance with the principle stated in Section 4.2.

SECTION 5 – CONFLICTS OF INTEREST

5.1 No Company officer, employee, actuary, adviser, auditor, expert, lawyer, portfolio manager or other person appointed or accepted by the Company to carry out duties and responsibilities on behalf of the Company (a "**Company Agent**") shall knowingly permit his or her interest to conflict with his or her duties and powers in respect of the Investments.

5.2 A conflict of interest is deemed to include any direct, indirect, actual or perceived material pecuniary interest of a Company Agent in any arrangement, contract, investment, transaction or other matter in which the Investments participates or plans to participate.

5.3 Company Agents shall not (a) make, influence or participate in the making of any decision, if the effect of such a decision has the potential of furthering the Company Agent's interest; or (b) use material information derived from his or her status as Company Agent that has not been generally disclosed, to further the Company Agent's interests.

5.4 At the earliest opportunity, each Company Agent shall disclose in writing, if practical, any conflict of interest or potential conflict of interest to the secretary of the Board or the Committee, if a Committee has been appointed by the Board. The secretary shall record such declarations of conflict or potential conflict and report them to the Company at the earliest opportunity.

5.5 In the case of Company Agents in attendance at a Company meeting at which Investments matters are being discussed or considered, they shall declare their conflict or potential conflict with respect to any matter to the chair of the meeting, and shall abstain from participating in the discussion or voting on such matter.

5.6 Where a conflict exists within the Board and/or the Committee, if any, the member having a conflict of interest shall be temporarily replaced for the purpose of, and abstain from making recommendation with respect to, the proposed investment. Any potential investments where there is a material conflict of interest involving a member of the Board and/or the Committee, if any, may only proceed after receiving approval from disinterested directors of the Board and/or the Committee, if any.

5.7 If any Company Agent has doubt as to whether a particular situation represents a conflict of interest, he or she may provide the necessary information to the secretary of the Board and/or the Committee, if any, and request that the Company determine whether or not a conflict exists.

5.8 Declarations of conflict of interest will be recorded in the minutes of Company meetings which address Investments matters.

5.9 The failure of Company Agents to comply with the procedures described in this Section 5 shall not of itself invalidate any decision, contract or other matter.

5.10 The Company is also subject to the "related party" transaction policies of the TSX Venture Exchange, which mandates disinterested shareholder approval to certain transactions.

SECTION 6 – VALUATION OF ASSETS

6.1 Any Investments managed which has an active market and is capable of being traded frequently shall have its valuation determined based on their market values.

6.2 Any Investments managed which is not capable of being traded frequently shall have its market value appraised by the Board or the Committee, if a Committee has been appointed by the Board (or under the direction of the Board or the Committee, if any) or by the Investment Manager, if any, at least annually, providing that (a) the principles underlying such appraisals are consistent with the principles used by a qualified independent agent; and (b) any such appraisal resulting in a value different by at least 25% from the last appraised value shall be confirmed by a qualified independent agent.

6.3 Notwithstanding the above, any such Investment shall have its market value appraised by a qualified independent agent at intervals not exceeding three years.

SECTION 7 – AMENDMENTS

7.1 It is the intention of the Company to ensure that this Statement is continually appropriate to their needs and responsive to changing economic and investment conditions.

7.2 The Statement shall be reviewed and approved annually by the Board or reviewed by the Committee, if a Committee has been appointed by the Board, and any proposed changes referred to the Board for approval.

7.3 In addition, the Board or the Committee, if any, may re-examine the Statement periodically, in light of significant changes in any of the following:

(a) the ratio of the Investments to liabilities;

(b) long-term capital market prospects;

(c) the Company's risk tolerance; or

(d) any other factors considered relevant by the Company.

7.4 Amendments to the Statement may be made from time to time, outside of the annual update process, provided that such changes are approved by the Board.

Schedule D

Audit Committee Charter

See attached.

PROSPECT PARK CAPITAL CORP.
(the "Company")

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

I. PURPOSE

The Audit Committee is a committee of the board of directors (the "**Board**") of the Company. The function of the Audit Committee is to assist the Board in fulfilling its responsibilities to the shareholders of the Company, the securities regulatory authorities and stock exchanges, the investment community and others by:

(a) reviewing the annual and interim (quarterly) financial statements, related management discussion and analysis ("**MD&A**") and, where applicable, other financial information disclosed by the Company to any governmental body or the public, prior to its approval by the Board;

(b) overseeing the review of interim (quarterly) financial statements and/or MD&A by the Company's external auditor;

(c) recommending the appointment and compensation of the Company's external auditor, overseeing the external auditor's qualifications and independence and providing an open avenue of communication among the external auditor, financial and senior management and the Board;

(d) directly overseeing the work of the external auditor on the audit of annual financial statements; and

(e) monitoring the Company's financial reporting process and internal controls and compliance with legal and regulatory requirements related thereto.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in Section III of this Charter. However, it is not the duty of the Audit Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles ("**GAAP**"), to conduct investigations, or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor.

II. COMPOSITION

1. The Audit Committee shall have a minimum of three members.

2. Every Audit Committee member must be a director of the Company. The Audit Committee shall be comprised of such directors as are determined by the Board, each of whom shall be independent within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") of the Canadian Securities Administrators (or exempt therefrom), and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. Pursuant to the *Business Corporations Act* (Ontario) (the "**OBCA**") the majority of the Audit Committee members must not be officers, nor employees of the Company or any of its affiliates.

3. All members of the Audit Committee must have (or should gain within a reasonable period of time after appointment) a working familiarity with basic finance and accounting practices and otherwise be financially literate within the meaning of NI 52-110 (or exempt therefrom). Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

4. The members of the Audit Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Audit Committee members shall hold office until the next annual meeting of shareholders subsequent to their appointment.

5. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by majority vote of the full Audit Committee membership.

6. The Secretary of the Audit Committee will be appointed by the Chair.

7. Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a Director. The Board may fill vacancies on the Audit Committee by election from among the directors on the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains.

III. DUTIES AND RESPONSIBILITIES

1. The Audit Committee shall review and recommend to the Board for approval:

   (a) the Company's annual and interim financial statements, including any certification, report, opinion or review rendered by the external auditor, and review related MD&A;

   (b) press releases of the Company that contain financial information;

   (c) other financial information provided to any governmental body, stock exchange or the public as they see fit

   (d) documents referencing, containing or incorporating by reference the annual audited consolidated financial statements or interim financial results (e.g., prospectuses, press releases with financial results and Annual Information Form – when applicable) prior to their release; and

   (e) any other matter not mentioned herein but otherwise required pursuant to applicable laws, including, without limitation, NI 52-110 and the OBCA.

2. The Audit Committee, in fulfilling its mandate, will:

   (a) satisfy itself that adequate internal controls and procedures are in place to allow the Chief Executive Officer and the Chief Financial Officer to certify financial statements and other disclosure documents as required under securities laws;

   (b) review with management relationships with regulators, and the accuracy and timeliness of filing with regulatory authorities (when and if applicable);

   (c) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures;

   (d) recommend to the Board the selection of the external auditor, consider the independence and effectiveness and approve the fees and other compensation to be paid to the external auditor;

   (e) review the performance of the external auditor and approve any proposed discharge and replacement of the external auditor when circumstances warrant;

   (f) review the annual audit plans of the internal and external auditors of the Company;

   (g) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;

(h) monitor the relationship between management and the external auditor including reviewing any management letters or other reports of the external auditor and discussing any material differences of opinion or disagreements between management and the external auditor;

(i) periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the organization's financial statements. Particular emphasis should be given to the adequacy of internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper;

(j) arrange for the external auditor to be available to the Audit Committee and the full Board as needed. Ensure that the auditors communicate directly with the Audit Committee and are made accountable to the Board and the Audit Committee, as representatives of the shareholders to whom the auditors are ultimately responsible;

(k) ensure that the external auditors are prohibited from providing non-audit services and approve any permissible non-audit engagements of the external auditors, in accordance with applicable legislation;

(l) review with management and the external auditor the Company's major accounting policies, including the impact of alternative accounting policies and key management estimates and judgments that can materially affect the financial results;

(m) review with management their approach to controlling and securing corporate assets (including intellectual property) and information systems, the adequacy of staffing of key functions and their plans for improvements;

(n) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(o) review the expenses of the Chairman and President of the Company annually;

(p) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters and the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters; and

(q) perform such other duties as required by the Company's incorporating statute and applicable securities legislation and policies, including, without limitation, NI 52-110 and the OBCA.

3. The Audit Committee may engage independent counsel and other advisors as it determines necessary to carry out its duties, and may set and pay the compensation of such counsel and advisors. The Audit Committee may communicate directly with the Company's internal and external counsel and advisors.

IV. MEETING PROCEDURES

1. The Audit Committee shall meet at such times and places as the Audit Committee may determine, but no less than four times per year. The Audit Committee should meet within forty-five (45) days (sixty (60) days in the event the Company is a "venture issuer" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*)) following the end of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related MD&A, and shall meet within ninety (90) days (one hundred and twenty (120) days in the event the Company is a "venture issuer") following the end of the financial year end to review and discuss the audited financial results for the preceding year and the related MD&A as well as any accompanying press release, or in both cases, by

such earlier times as may be required in order to comply with applicable law or any stock exchange regulation.

2. Members of the Audit Committee shall be provided with reasonable notice of the time and place of meetings, which shall be not less than twenty-four (24) hours. The notice period may be waived by all members of the Audit Committee. Each of the Chairman of the Board, the external auditor, the Chief Executive Officer or the Chief Financial Officer shall be entitled to request that any member of the Audit Committee call a meeting.

3. The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Audit Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Company with senior employees, officers and the external auditor of the Company, and others as they consider appropriate. The external auditor may, at its option, attend meetings of the Audit Committee.

4. In order to foster open communication, the Audit Committee or its Chair should meet at least annually with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee or its Chair should meet with management quarterly in connection with the Company's interim financial statements.

5. Meetings of the Audit Committee may be conducted with members in attendance in person, by telephone or by video conference facilities.

6. Quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee or such greater number as the Audit Committee shall by resolution determine.

7. A resolution in writing signed by all the members of the Audit Committee is valid as if it had been passed at a meeting of the Audit Committee.

8. The Audit Committee shall ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the Company.