

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

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

**ITEM 2. DATE OF MATERIAL CHANGE**

October 13, 2021

**ITEM 3. NEWS RELEASE**

A news release with respect to the material change referred to in this report was disseminated on October 14, 2021, through GlobeNewswire and filed on the system for electronic document analysis and retrieval (SEDAR).

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced that it has completed its acquisition of Diitalk Communications Inc. ("**Diitalk**"), a corporation existing under the laws of British Columbia, 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.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced that it has completed its acquisition of Diitalk, a corporation existing under the laws of British Columbia, 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.

Further to the Company's news release dated September 3, 2021 (the "**Initial News Release**"), the amalgamation was completed pursuant to an amalgamation agreement dated September 3, 2021 among the Company, Diitalk and PPK Acquisition Corp. ("**Subco**"), a wholly owned subsidiary of the Company, whereby Diitalk and Subco amalgamated to become a wholly owned subsidiary of the Company (the "**Transaction**"). In consideration for exchanging their common shares of Diitalk, the shareholders of Diitalk received an aggregate of 15,000,000 common shares of the

Company. All convertible securities of Diitalk were terminated or expired prior to the closing of the Transaction.

Upon completion of the Transaction, 47,347,074 common shares of the Company are issued and outstanding, with the current shareholders of the Company holding approximately 68.3% of the common shares of the Company and the former shareholders of Diitalk holding approximately 31.7% of the common shares of the Company.

The Transaction is not a “related party transaction” as such term is defined by Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. In addition, no new Related Person (as such term is defined by the Canadian Securities Exchange) was created as a result of the Transaction. The Transaction was negotiated at arm’s length. No finder’s fee was payable in connection with the Transaction.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION**

Not applicable.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

Not applicable.

**ITEM 8. EXECUTIVE OFFICER**

Contact: James Greig, Chief Executive Officer  
Telephone: (778) 788-2745

**ITEM 9. DATE OF REPORT**

October 18, 2021