

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

PROSPECT PARK CAPITAL ANNOUNCES PROPOSED NEW INVESTMENT

ENTERS INTO AGREEMENT TO ACQUIRE TUTORS ON DEMAND

Vancouver, British Columbia – November 30, 2021 – Prospect Park Capital Corp. (the “**Company**”) (CSE:PPK), a public investment issuer, is pleased to announce it has entered into a share exchange agreement dated November 29, 2021 (the “**Share Exchange Agreement**”) with 102130706 Saskatchewan Inc. (dba Tutors on Demand) (“**Tutors on Demand**”) and its shareholders (the “**Tutors on Demand Shareholders**”) pursuant to which the Company will acquire all of the issued and outstanding shares of Tutors on Demand in exchange for shares of the Company as detailed below (the “**Proposed Investment**”).

Tutors on Demand, a corporation existing under the laws of Saskatchewan, is in the business of operating a virtual marketplace through their Tutors on Demand Platform which enables the connection of qualified tutors and student learners who are seeking additional educational support. Additional information regarding Tutors on Demand can be found at <https://www.tutorsondemand.com/>.

Pursuant to the Share Exchange Agreement, the Tutors on Demand Shareholders will exchange all of the issued and outstanding shares of Tutors on Demand in exchange for an aggregate of 13,950,000 common shares of the Company at a deemed price of \$0.065 per common share. The securities of the Company to be issued in connection with the Proposed Investment shall be issued pursuant to the provisions of section 2.16 of National Instrument 45-106 - *Prospectus Exemptions*.

Following the completion of the Proposed Investment, assuming no additional common shares of the Company are issued prior to closing, it is expected that 61,297,074 common shares of the Company will be issued and outstanding. The current shareholders of the Company will hold approximately 77.24% of the common shares of the Company and the Tutors on Demand Shareholders will hold approximately 22.76% of the common shares of the Company.

“We are extremely excited with the acquisition of Tutors on Demand. The distance learning and virtual classroom space has experienced significant growth in the last couple of years and we feel our technology will allow us to become one of the leaders in online learning. This acquisition is timely as it continues to convey our strategy and add to our suite of remote distance communication platforms,” said James Greig, Chief Executive Officer of the Company.

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

There will be no change of the management of the Company or of its board of directors as a result of the Proposed Investment.

Closing of the Proposed Investment remains subject to several conditions precedent set forth in the Share Exchange Agreement.

The Company is an investment issuer listed on the Canadian Securities Exchange and management of the Company aim to continue to evaluate other investment opportunities that align with the Company’s Investment Policy of investing in enterprises that have the potential to be commercially viable and have visibility toward high growth.

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

For more information please contact: Anthony Zelen

Director
Prospect Park Capital Corp.
Tel: (778) 388-5258

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company, including, the completion of the Proposed Investment, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions, including: completion of the Proposed Investment; receipt of all necessary approvals for the Proposed Investment; all closing conditions being waived or satisfied in a timely manner; the Company becoming one of the leaders in online learning; no new Related Person being created as a result of the Proposed Investment; and the aim of management of the Company to continue to evaluate other investment opportunities that align with the Company's Investment Policy.

Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Examples of such risk factors include, without limitation: the Company's ability to obtain the required approvals; credit; market (including equity, commodity, foreign exchange and interest rate); liquidity; operational (including technology and infrastructure); reputational; insurance; strategic; regulatory; legal; environmental; capital adequacy; the general business and economic conditions in the regions in which the Company's investee's operate; the ability of the Company to execute on key priorities, including the successful completion of investments and strategic plans and to attract, develop and retain key executives; difficulty integrating newly acquired businesses; the ability to implement business strategies and pursue business opportunities; disruptions in or attacks (including cyber-attacks) on the Company's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behavior to which the Company is exposed; the failure of third parties to comply with their obligations to the Company or its affiliates; the impact of new and changes to, or application of, current laws and regulations; granting of permits and licenses in a highly regulated businesses of investee's; increased competition; changes in foreign currency rates; increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies, and methods used by the Company; the occurrence of natural and unnatural catastrophic events and claims resulting from such events; and risks related to COVID-19 including disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession; as well as those risk factors discussed or referred to in the Company's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

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

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.