

**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**

December 3, 2021

**ITEM 3. NEWS RELEASE**

A news release with respect to the material change referred to in this report was disseminated on December 3, 2021 through GlobeNewswire and filed on the system for electronic document analysis and retrieval (SEDAR) on December 6, 2021.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced that it has completed its acquisition of 102130706 Saskatchewan Inc. (dba Tutors on Demand) ("**Tutors on Demand**"), a corporation existing under the laws of Saskatchewan, 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.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced that it has completed its acquisition of Tutors on Demand, a corporation existing under the laws of Saskatchewan, 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.

Further to the Company's news release dated November 30, 2021 (the "**Initial News Release**"), the acquisition was completed pursuant to a share exchange agreement (the "**Share Exchange Agreement**") dated November 29, 2021 among the Company, Tutors on Demand and its shareholders (the "**Tutors on Demand Shareholders**"), whereby the Company acquired all of the issued and outstanding shares of Tutors on Demand (the "**Transaction**"). In consideration for exchanging their common shares of Tutors on Demand, the Tutors on Demand Shareholders received an aggregate of 13,950,000 common shares of the Company at a deemed price of \$0.065 per common

share. For further information on the Transaction, please refer to the Initial News Release.

Upon completion of the Transaction, 61,297,074 common shares of the Company are issued and outstanding, with the current shareholders of the Company holding approximately 77.24% of the common shares of the Company and the former shareholders of Tutors on Demand holding approximately 22.76% 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**

December 14, 2021