PROSPECT PARK CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JUNE 30, 2022

INTRODUCTION

This Management's Discussion and Analysis ("**MD&A**") is dated August 29, 2022, unless otherwise indicated and should be read in conjunction with the condensed interim consolidated financial statement of Prospect Park Capital Corp. (the "**Company**") for the nine months ended June 30, 2022, and 2021 and the audited financial statements of the Company for the years ended September 30, 2021, and 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 nine months ended June 30, 2022, 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.

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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 July 13, 2021 the Company received approval to list its common shares (the "Common Shares") on the Canadian Securities Exchange ("CSE") (under the same symbol), and voluntarily delisted its Common Shares from the TSX Venture Exchange ("TSXV").

The Company is a technology issuer focused on highly scalable business to consumer communication platforms including, without limitation, platforms that connect service providers with customers in the areas of health and education. At the date of this MD&A, the Company has three investments:

Diitalk Communications Inc. ("Diitalk") – wholly owned subsidiary of the Company

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 Company completed its acquisition of Diitalk Communications Inc. ("Diitalk"), a corporation existing under the laws of British Columbia, 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. The Transaction closed on October 13, 2021, being the date the common shares were issued to the Diitalk shareholders.

102130706 Saskatchewan Inc. (dba Tutors on Demand) – wholly owned subsidiary of the Company

Tutors on Demand is in the business of operating a virtual marketplace through the Tutors on Demand Platform which enables the connection of qualified tutors and student learners who are seeking additional educational support.

The Company entered into a share exchange agreement dated November 29, 2021 (the "Share Exchange Agreement") Tutors on Demand and its shareholders (the "Tutors on Demand Shareholders") pursuant to which the Company acquired all of the issued and outstanding shares of Tutors on Demand in exchange for shares of the Company. Pursuant to the Share Exchange Agreement, the Tutors on Demand Shareholders exchanged 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.

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.

HIGHTLIGHTS FOR THE NINE MONTHS ENDED JUNE 30, 2022 AND TO THE DATE THIS MDA.

DIITALK HIGHLIGHTS (see acquisition of Diitalk above)

Diitalk signed a virtual office services agreement (the "Agreement") with TerraZero Technologies Inc. ("TerraZero") to provide Diitalk with direct access within Decentraland, one of the leading decentralized Metaverse worlds. The Company intends to drive traffic to its virtual retail location using events both within Decentraland, as well as in other Metaverses. The Company's first Metaverse retail location is located nearby Decentraland's University district, with road access.

Over the coming weeks, Diitalk intends to finalize the design and plan for its virtual office, including the creation of avatars to assist potential users and customers at its Decentraland office. The Company will announce a grand opening of its Metaverse store front when it is ready and open to the public.

TUTORS ON DEMAND HIGHLIGHTS (see acquisition of Tutors on Demand above)

The Tutors On Demand Platform has initially launched in Canada, and expects to launch next in the U.S. and Mexico before expanding into Central America and beyond. To promote high-quality, secure, and interactive educational support, Tutors On Demand will utilize its expertise in software development, artificial intelligence, and computer modelling to manage online learning as a complementary service to the traditional classroom.

Tutors On Demand has released its TelEdTech product under the name "EDSY". EDSY delivers a robust, easy to use virtual learning product for education and instructional support utilizing a purpose built digital learning environment. The technology has been built in-house with the student and educator's needs in mind.

Tutors On Demand has begun to initiate the conceptual build out of the first ever English as a Second Language ("ESL") school within the Decentraland, one of the leading decentralized Metaverse worlds. Further to the Company's press release dated December 8, 2021 announcing the Company's virtual office services agreement with TerraZero Technologies Inc. ("TerraZero"), the office will now be a shared collective space where both Tutors on Demand and Diitalk Communications Inc. ("Diitalk"), a wholly owned subsidiary of the Company, can operate. The ESL school will operate through "EDSY", Tutors On Demand's recently launched TelEdTech product. Both Tutors on Demand and Diitalk will be afforded direct access within Decentraland to showcase and market their products and services.

Tutors On Demand intends to drive traffic to its location using concerts, events and educational open houses both within Decentraland, as well as in other Metaverses. The office space is located nearby Decentraland's University district.

Over the coming weeks, Tutors On Demand intends to finalize the design and plan for its virtual office, including the creation of avatars to assist potential users and customers at its Decentraland office. The Company will announce a grand opening of its Metaverse office space and learning environment when it is ready and open to the public and students from around the world

DISCUSSION OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2022 AND JUNE 30, 2021.

As at June 30, 2022, the Company had assets of $3,894,680 compared to $1,032,540 at September 30, 2021. The decrease in cash was due to the acquisition of Diitalk and Tutors on Demand (through the issuance of shares), and the related costs structures acquired.

Liabilities of $380,803 (September 30, 2021 - $30,950), consisted of accounts payable and accrued liabilities of $380,803 (September 30, 2021 - $ 30,950), and $53,536 (September 30, 2021 - $nil) of Canada Emergency Business Accounts loans. This loan is non-interest bearing until December 31, 2023 and repayment of the loan prior to December 31, 2023 will result on loan forgiveness of 25%. After this date, the loan may be converted into a 3-year term loan at a fixed annual interest rate of 5%.

For the nine months ended June 30, 2022, the Company had a net loss of $418,399, compared to a net loss of $149,257 for the three months ended December 31, 2020 (with basic and diluted loss per share of $(0.01), compared to a basic and diluted income per share of $0.01 in 2020).

The following is a summary of operations for the three and nine months ended June 30, 2022 and June 30, 2021:

	Three months ended June 30,		Nine months ended June 30,	
	2022	2021	2022	2021
Sales	$ -	$ -	$ 125	$ -
Expenses:				
Operating, general and administrative (note 14)	$ 140,021	$ 34,513	$ 562,724	$ 180,745
Interest expense	-	(1,024)	-	2,001
	140,021	33,488	562,724	182,745
Loss before other items	(140,021)	(33,488)	(562,724)	(178,347)
Other items				
Interest income	-	4,398	4,178	4,398
Net loss and comprehensive loss	$ (140,021)	$ (29,090)	$ (558,420)	$ (178,347)

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

	Three months ended June 30,		Nine months ended June 30,	
	2022	2021	2022	2021
Legal fees and disbursements	$ -	$ 14,387	$ 112,684	$ 94,521
Accounting and audit	6,300	4,260	15,050	13,788
Regulatory fees	2,543	12,091	11,615	24,524
Transfer agent	3,960	588	21,832	8,626
Consulting	49,726	-	131,118	27,900
Office and general	24,939	3,187	41,595	11,386
Salaries	52,553	-	182,034	-
Amortization and depreciation	-	-	45,324	-
Accretion	-	-	1,472	-
	$140,021	$34,513	$562,724	$180,745

(i) Increase in legal due to work related to two acquisitions made during the period (Diitalk and Tutors on Demand.
(ii) All other expense categories increased due to the operations of the two acquisitions being consolidated with the Company. Prior to the acquisitions the Company did not have an active business as it held two debentures (earning interest income), and incurred expenses to maintain its public company obligations.

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)] ($)
June 30, 2022	-	(140,021)	(0.00)
March 31, 2022	-	(137,310)	(0.01)
December 31, 2021	-	(281,089)	(0.01)
September 30, 2021	-	(98,542)	(0.00)
June 30, 2021	-	(29,090)	(0.00)
June 30, 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)
June 30, 2020	-	94,230	0.02

(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 June 30, 2022, the Company had cash and cash in trust of $155,492 (September 30, 2021 - $670,581), and working capital deficit of $123,877 (September 30, 2021 - $689,631).

During the nine months ended June 30, 2022, the Company had a decrease in cash and cash in trust of $155,492 (2021 - $670,583). Cash used in operating activities was $541,830 compared to $201,024 in 2021. The increase is the result of operating expense as the result of the acquisition of Diitalk Communications and Tutors on Demand.

Net cash from in investing activities was $26,740 being the cash acquired from the acquisition of Diitalk.

During the nine months ended June 30, 2022, the Company had no cash used or from financing activities. During the nine months ended June 30, 2021, there was cash from financing activities of $1,083,007 comprised of $174,800 from the exercise of warrants and $908,207 from the proceeds of share subscription received in advance of being issued.

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.

The Company is currently intending to complete an equity financing to assist with its liquidity issues and to help fund operations.

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.

During the nine months ended June 30, 2022, the Company was charged $6,000 (2020 - $nil) in accounting services by CFO Advantage Inc., a company owned by Kyle Appleby, the former Chief Financial Officer of the Company. As at June 30, 2022, $Nil (September 30, 2021 - $195) is included in accounts payable and accrued liabilities for outstanding fees.

During the nine months ended June 30, 2022, the Company was billed $22,532 (2020 - $5,539) by DLA Piper (Canada) LLP for legal expenses (including costs/disbursements paid by DLA Piper (Canada) LLP)). Robbie Grossman is a partner of DLA Piper (Canada) LLP and an officer and former director of the Company. Included in the June 30, 2022 accounts payable and accrued liabilities is $nil (September 30, 2021 - $4,636) due to DLA Piper (Canada) LLP for legal expense and disbursements.

During the nine months ended June 30, 2022, the Company was charged $30,750 (2020 - $Nil) in consulting fees by two directors of the Company (James Greig and Toby Pierce).

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.

RECENT ACCOUNTING PRONOUNCEMENTS

IAS 1 Presentation of Financial Statements (Amendment)

In January 2020, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in June 2020. The amendments clarify the requirements for classifying liabilities as either current or noncurrent by:

- Specifying that the conditions which exist at the end of the reporting period determine if a right to defer settlement of a liability exists;
- Clarifying that settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services;
- Clarifying that classification is unaffected by management's expectation about events after the balance sheet date; and
- Clarifying the classification requirements for debt an entity may settle by converting it into equity.

The amendments clarify existing requirements, rather than make changes to the requirements, and so are not expected to have a significant impact on an entity's financial statements. However, the clarifications may result in reclassification of some liabilities from current to non-current or vice versa, which could impact an entity's loan covenants. Because of this impact, the IASB has provided a longer effective date to allow entities to prepare for these amendments.

In July 2020, the IASB issued an amendment to defer the effective date of the amendments by one year from its originally planned effective date to annual periods beginning on or after January 1, 2023 due to the impact of the COVID 19 pandemic. Early application is permitted. The AcSB endorsed the IASB's amendment to defer the effective date in October 2020. The Company has not adopted this revised standard and does not expect the adoption of this standard to have a significant impact on the Company's financial statements.

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 61,297,074 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.