

PROSPECT PARK CAPITAL CORP.

Suite 600, 100 King Street West
Toronto, ON M5X 1E2

October 13, 2021

Canadian Securities Exchange
First Canadian Place
100 King Street West, Suite 7210
Toronto, Ontario M5X 1E1

Re: Acquisition of Diitalk Communications Inc. ("Diitalk")

Pursuant to Canadian Securities Exchange Policy 6 – *Distributions*, Prospect Park Capital Corp. (the "**Issuer**") confirms the entry into and closing of an amalgamation agreement dated September 3, 2021 (the "**Agreement**") among the Issuer, Diitalk, and PPK Acquisition Corp., a wholly owned subsidiary of the Issuer, on October 13, 2021. Pursuant to the Agreement, the Issuer acquired all of the issued and outstanding securities of Diitalk (collectively, the "**Diitalk Shares**") by way of a "three cornered" amalgamation in accordance with the *Canada Business Corporations Act*, whereby Diitalk amalgamated with Subco, and the amalgamated company became a wholly-owned subsidiary of the Issuer under the name of "Diitalk Communications Inc." (the "**Transaction**").

In consideration for the Diitalk Shares, the Issuer issued an aggregate of 15,000,000 common shares in the capital of the Issuer (each, a "**Share**") at a deemed price of \$0.20 per Share, representing approximately 0.1991466213325970 Share for every one common share in the capital of Diitalk outstanding prior to the closing of the Transaction.

[Signature page follows]

Yours truly,

Prospect Park Capital Corp.

"James Greig"

James Greig
Chief Executive Officer