

**PROPHECY DEFI INC.  
NOTICE OF CHANGE OF AUDITORS  
PURSUANT TO NATIONAL INSTRUMENT 51-102 (“NI 51-102”)**

**TO: MNP LLP**

**AND TO: KINGSTON ROSS PASNAK LLP**

**AND TO: ONTARIO SECURITIES COMMISSION  
BRITISH COLUMBIA SECURITIES COMMISSION**

**RE: NOTICE REGARDING PROPOSED CHANGE OF AUDITOR PURSUANT  
TO NI 51-102**

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Notice is hereby given that the board of directors of Prophecy DeFi Inc. (the “**Company**”) determined:

1. to accept the resignation, on its own initiative, dated October 21, 2021, of MNP LLP (the “**Former Auditor**”), as auditor of the Company;
2. to appoint Kingston Ross Pasnak LLP (the “**Successor Auditor**”), as auditor of the Company, effective November 2, 2021;
3. there have been no modified opinions in the Former Auditor’s reports on any of the Company’s financial statements for the two most recently completed fiscal years nor for any period subsequent to the most recently completed fiscal year; and
4. in the opinion of the Company, prior to the resignation, and as at the date hereof, there were no reportable events as defined in NI 51-102 (Part 4.11).

The contents of this Notice and the resignation of the Former Auditor and the proposed appointment of the Successor Auditor were approved by the Audit Committee and the Board of Directors of the Company.

**DATED** at Toronto, Ontario this 2<sup>nd</sup> day of November, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
PROPHECY DEFI INC.**

*“John McMahon” (signed)*

John McMahon  
Chief Executive Officer