

**NOTICE DECLARING INTENTION TO BE QUALIFIED  
UNDER NATIONAL INSTRUMENT 44-101  
SHORT FORM PROSPECTUS DISTRIBUTIONS (“NI 44-101”)**

January 7<sup>th</sup>, 2022

**TO: Ontario Securities Commission, as Notice Regulator**

**AND TO: British Columbia Securities Commission**

Prophecy DeFi Inc. (the “**Issuer**”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**PROPHECY DEFI INC.**

Per: “John McMahon” (signed)  
John McMahon, Chief Executive Officer