



## ProphecyDeFi

### PROPHECY DEFI ANNOUNCES SUPPLEMENTAL DEBENTURE AND WARRANT INDENTURES TO AMEND CONVERTIBLE DEBENTURES AND WARRANTS

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR  
FOR DISSEMINATION IN THE UNITED STATES**

**Toronto, Ontario** – December 12, 2024 – Prophecy DeFi Inc. (“**Prophecy DeFi**” or the “**Company**”) (CSE: PDFI) is pleased to announce that it has received all required documentation and consents to proceed with the amendment of the terms of an aggregate of \$5,680,000 principal amount convertible debentures (the “**Debentures**”) and 9,468,560 common share purchase warrants (the “**Warrants**”) of the Company issued on December 23, 2021.

The Company and TSX Trust Company will enter into a supplemental convertible debenture indenture and a supplemental warrant indenture (the “**Supplemental Indentures**”) pursuant to which the terms of the Debentures and Warrants will be amended effective as of December 13, 2024, as described in the Company’s press release dated [November 7, 2024](#) (the “**Amendments**”).

The Amendments offer more favourable conversion and exercise terms to holders of Debentures and Warrants and were sought by the Company in an effort to preserve cash for deployment into its investment strategies, allowing the Company to focus on short-term business development.

John McMahon, CEO of Prophecy DeFi, commented: “*We would like to extend our gratitude to our debenture and warrant holders. The Amendments will allow the company to prioritize its investment targets and create more value for all of its stakeholders.*”

For additional details regarding the Debentures and Warrants, please refer to the Company’s news releases dated [December 23, 2021](#) and [November 7, 2024](#), each of which, and along with the Supplemental Indentures and the original convertible debenture indenture and warrant indentures dated December 23, 2021 (the “**Indentures**”), are available on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

In accordance with the policies of the Canadian Securities Exchange, the Amendments will not be applicable to an additional \$174,000 principal amount Debentures and 290,058 Warrants issued under the Indentures to the syndicate of agents involved in the initial issuance of the Debentures and Warrants as compensation for services provided to the Company. Such Debentures and Warrants will continue under their current terms, unaffected by the Amendments.

#### **Option Grant**

Prophecy DeFi further announces that it has granted an aggregate of 8,250,000 options to purchase common shares in the capital of the Company (the “**Shares**”) exercisable at a price of \$0.05 per Share for a period of five (5) years to certain directors, employees and consultants of the Company. The Shares issuable upon exercise of the options are subject to a four-month hold period from the date of grant.



## **About Prophecy DeFi**

Prophecy DeFi Inc. (PDFI) is a publicly traded investment company whose primary objective is to invest its funds for the purpose of generating returns from capital appreciation and income. It plans to accomplish these goals by bringing together technology start-ups in the Blockchain and Decentralized Finance sectors to fund innovation, elevate industry research, and create new business opportunities in a coherent ecosystem.

[www.prophecydefi.com](http://www.prophecydefi.com)

For further information, please contact:

John McMahon, CEO

Tel: (416) 764-0314

Email: [jmcmahon@prophecydefi.com](mailto:jmcmahon@prophecydefi.com)

## Forward-Looking Information

*This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this news release contains forward-looking statements and information relating to the effective date of the Amendments. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.*

*Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.*

Neither the CSE nor its Market Regulator (as such term is defined in the policies of the CSE) accept responsibility for the adequacy or accuracy of this release.