

# S. PAUL SIMPSON LAW CORPORATION

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## VIA SEDAR

May 10, 2019

British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs/Madames:

**Re: Prophecy Potash Corp. (the “Corporation”)  
Final Prospectus dated May 10, 2019**

We refer to the final prospectus of the Corporation dated May 10, 2019 (the “**Prospectus**”) relating to an initial public offering of common shares of the Corporation.

We hereby consent to the references to our firm name on the face pages of the Prospectus and under the headings “*Experts*” and “*Legal Matters*”. We also consent to the reference to our firm name and to the use of our opinion under the headings “*Eligibility for Investment*” in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinions referred to above or that are within our knowledge as a result of the services we performed in connection with such opinions.

Yours truly,

**S. PAUL SIMPSON LAW CORPORATION**

Per: “*S. Paul Simpson*”

S. Paul Simpson