

May 10, 2019

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Prophecy Potash Corp.

We refer to the prospectus of Prophecy Potash Corp. (“the Company”) dated May 10, 2019 relating to the sale and issue to the public in the provinces of British Columbia, Alberta, and Ontario of 5,500,000 common shares of the Company at a price of \$0.10 per common share for gross proceeds of \$550,000.

We consent to being named and to the use, in the above-mentioned prospectus, of our report dated May 10, 2019 to the directors of the Company on the following financial statements:

- Statement of financial position as at September 30, 2018; and
- Statement of comprehensive loss, statement of changes in shareholders’ equity, and statement of cash flows for the period from March 29, 2018 (date of incorporation) to September 30, 2018 and a summary of significant accounting policies and other explanatory information.

We report that we have read the prospectus and all information therein and we have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that is within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor’s consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours truly,



CHARTERED PROFESSIONAL ACCOUNTANTS