

August 6, 2019

Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: Prophecy Potash Corp.

We refer to the Form 2A – Listing Statement (the “Listing Statement”) of Prophecy Potash Corp. (“the Company”) dated as at August 6, 2019 relating to the Company’s application to list its common shares for trading on the Canadian Securities Exchange.

We consent to being named and to the use, in the above-mentioned Listing Statement, 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
- Statements of comprehensive loss, changes in shareholders’ equity, and 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 Listing Statement 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.

This letter is provided solely for the purpose of assisting the Canadian Securities Exchange to which it is addressed in discharging its responsibilities and should not be sued for any other purpose.

Yours truly,



CHARTERED PROFESSIONAL ACCOUNTANTS