

**Form 51-102F3**  
**Material Change Report**

**Item 1**            **Name and Address of Company**

Prophesy Potash Corp. (the “**Company**”)  
Suite 1500-1055 West Georgia Street  
Vancouver, B.C. V6E 4N7

**Item 2**            **Date of Material Change**

August 8, 2019

**Item 3**            **News Release**

A news release was disseminated on August 8, 2019 through the facilities of Stockwatch.

**Item 4**            **Summary of Material Change**

The Company completed its initial public offering of 5,500,000 units (each a “**Share**”) issued at a price of \$0.10 per Share, generating gross proceeds of \$550,000.

**Item 5**            **Full Description of Material Change**

On August 8, 2019 the Company completed its initial public offering of 5,500,000 Shares issued at a price of \$0.10 per Share pursuant to a prospectus dated May 10, 2019 (the “**Prospectus**”) resulting in aggregate gross proceeds to the Company of \$550,000.

A commission of 6% of the gross proceeds of the offering was paid in cash, to the Company’s agent, PI Financial Corp. and its selling group members (the “**Agents**”), as well as a corporate finance fee of \$35,000, plus applicable taxes. In addition, the Agents received 440,000 non-transferable warrants to acquire up to 440,000 Shares at a price of \$0.10 per Share until August 8, 2021.

The Company’s common shares were listed for trading on the Canadian Securities Exchange under the trading symbol “NUGT” on August 8, 2019 and are expected to commence trading on August 12, 2019

**Item 6**            **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7            Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8            Executive Officer**

Ian McDonald, CEO is knowledgeable about the material change and the Report and may be contacted (647) 407.2515.

**Item 9            Date of Report**

August 9, 2019