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Toll Free 1-866 964-0492



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Notice of Availability of Proxy Materials for PROPHECY DEVELOPMENT CORP. Special Meeting

Meeting Date and Location:

When: December 15, 2017
10:00 am (Pacific Time)

Where: Suite 488 - 1090 West Georgia St., Vancouver,
B.C. V6E 3V7

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You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

<http://www.prophecydev.com/investors/shareholder-meetings/>

OR

www.sedar.com

How to Obtain Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form or Proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than December 5, 2017. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

For Holders with a 15 digit Control Number:

Request materials by calling Toll Free, within North America - 1-866-962-0498 or direct, from Outside of North America - (514) 982-8716 and entering your control number as indicated on your Voting Instruction Form or Proxy.

To obtain paper copies of the materials after the meeting date, please contact 1-866 964-0492

For Holders with a 16 digit Control Number:

Request materials by calling Toll Free, within North America - 1-888-513-6286 or direct, from Outside of North America - (604) 569-3661 and entering your control number as indicated on your Voting Instruction Form.

To obtain paper copies of the materials after the meeting date, please contact 1-866 964-0492

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Securityholder Meeting Notice

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. Approval of Special Warrant Units - BUSINESS OF THE MEETING – A. APPROVAL OF SPECIAL WARRANT UNITS
2. Approval of Debt Settlement Units - BUSINESS OF THE MEETING – B. APPROVAL OF DEBT SETTLEMENT UNITS
3. Approval of Compensation Units - BUSINESS OF THE MEETING – B. APPROVAL OF COMPENSATION UNITS

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Voting

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form or Proxy.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Beneficial holders who meet the below criteria have received a paper copy of the Information Circular and any other relevant materials.

- X number of shares
- A, S or D consent type
- Location

Registered holders who meet the below criteria have received a paper copy of the Information Circular and any other relevant materials.

- X number of shares
- Location

Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing