

**CERTIFICATE
OF
AMALGAMATION**

BUSINESS CORPORATIONS ACT

I Hereby Certify that NORTHERN PLATINUM LTD., incorporation number BC0890993, and PROPHECY HOLDINGS INC., incorporation number BC0878631, and PROPHECY RESOURCE CORP., incorporation number BC0182390 were amalgamated as one company under the name PROPHECY RESOURCE CORP. on June 13, 2011 at 02:32 PM Pacific Time.

Issued under my hand at Victoria, British Columbia

On June 13, 2011



RON TOWNSHEND

Registrar of Companies
Province of British Columbia
Canada

