



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

**Security Class** 

**Holder Account Number** 

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# Form of Proxy - Annual General Meeting to be held on Thursday, September 12, 2019

# This Form of Proxy is solicited by and on behalf of Management.

### Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 A.M., Pacific Daylight Time, on Tuesday, September 10, 2019.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



#### To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
  Scan the QR code to vote now.



#### To Receive Documents Electronically

 You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

### **CONTROL NUMBER**

+	



# **Appointment of Proxyholder**

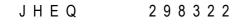
I/We being holder(s) of Prophecy Development Corp. hereby appoint(s): Greg Hall, or failing him, Rocio Echegaray, or failing her, Irina Plavutska,

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting. OR

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been

given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of Prophecy Development Corp. to be held at Suite 451 – 409 Granville Street, Vancouver, B.C. V6C 1T2, on Thursday, September 12, 2019 at 10:00 a.m., Pacific Daylight Time and at any adjournment or postponement thereof.  VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.										
VOTING RECOMMENDATIONS ARE	INDIOATE	, D1 <u>IIIIGIII</u>	CHIED TEXT OVER THE BOXE				6	or	Against	
Number of Directors     To set the number of Directors at	five (5).						[			
2. Election of Directors	For	Withhold		For	Withhol	d	G	or	Withhold	Fold
01. John Lee			02. Greg Hall			03. Masa Igata	[			
04. Marc Leduc										
							[	or	Withhold	
3. Appointment of Auditors Appointment of Davidson & Comp	oany LLP as	Auditors o	of the Company for the ensuing	g year and author	rizing the	Directors to fix their rem	uneration.			
							J	or	Against	
4. <b>Approval of Replenishment a</b> Disinterested Shareholders to app the Company's shareholders on J Circular.	prove the re	plenishmei	nt of and amendments to the C	Company's Share						
										Fold
Authorized Signature(s) - Thinstructions to be executed.	is section	must be	completed for your	Signature(s)			Date			
I/We authorize you to act in accordan revoke any proxy previously given wit indicated above, this Proxy will be	h respect to t	he Meeting.	If no voting instructions are					1	<u> </u>	
Interim Financial Statements - Mark this I like to receive Interim Financial Statements accompanying Management's Discussion a mail.	and		Annual Financial Statements - Ma like to receive the Annual Financial accompanying Management's Discu mail.	Statements and		Information Circular - N receive the Information C securityholders' meeting.	Circular by mail for the n	ld like to ext	)	

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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