



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

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on June 20, 2018

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 AM, Pacific Time on June 18, 2018.

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.



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

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Appointment of Proxyholder

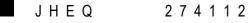
I/We being holder(s) of Prophecy Development Corp. hereby appoint: Greg Hall, or failing him, Tony Wong,

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

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 June 20, 2018 at 10:00 AM, Pacific Time, and at any adjournment or postponement thereof.

409 Granville Street, Vancouver, B.C. \	/6C 1T2, or	June 20, 2	018 at 10:00 AM, Pacific Ti	me, and at any adjourn	ment or pos	stponement thereof.		, o 1101d dt 01	
VOTING RECOMMENDATIONS ARE I	NDICATED	BY HIGHL	IGHTED TEXT OVER THE	BOXES.				For	Against
Number of Directors To set the number of Directors at form	ur (4).								
2. Election of Directors	For	Withhold		For	Withho	old		For	Withhold
01. John Lee			02. Greg Hall			03. Harald Batista			
04. Masa Igata									
3. Appointment of Auditors Appointment of Davidson & Compa	ny II D ac	Auditors	of the Corporation for the	oncuing year and a	uthorizina t	the Directors to five their		For	Withhold
remuneration.	IIY LLF as	Auditors C	i the Corporation for the	erisuirig year ariu at	iliionzing i	THE DIFECTORS TO HIX THEIR		Ш	
4. Approval of Share Split Shareholders to approve a split of taccompanying information circular.	he issued	and outsta	nding Common Shares	of the Company, as r	nore partic	cularly described in the		For	Against
Authorized Signature(s) - This instructions to be executed. I/We authorize you to act in accordance revoke any proxy previously given with indicated above, this Proxy will be vo	with my/ou	r instruction	s set out above. I/We hereb	Signature(s) by are			Date	10000000000000000000000000000000000000	YY
Interim Financial Statements - Mark this bo like to receive Interim Financial Statements a accompanying Management's Discussion and mail.	nd Î		Annual Financial Statemel like to receive the Annual Financial Statement accompanying Management mail.	nancial Statements and		Information Circular - I receive the Information (securityholders' meeting	Circular by mail for	u would like to	·

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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