

November 16, 2018

British Columbia Securities Commission, as principal regulator  
Superintendent of Securities Government of Yukon  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Manitoba Securities Commission  
Office of the Superintendent of Securities (Northwest Territories)  
Superintendent of Securities Legal Registries Division (Nunavut)  
Ontario Securities Commission  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Prince Edward Island, Securities Office  
Securities Commission of Newfoundland and Labrador

Dear Sirs / Mesdames:

**Re: Prophecy Development Corp.**

We refer to the short form prospectus of Prophecy Development Corp. (the "Company") dated November 16, 2018 relating to the sale and issue of 12,000,000 common shares (the "Offered Shares") of Prophecy Development Corp. at a price of \$0.46 per Offered Share.

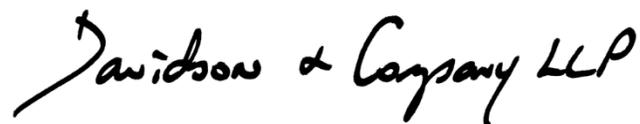
We consent to being named and to the use, in the above-mentioned short form prospectus, of our report dated March 29, 2018 to the shareholders of the Company on the following financial statements:

Consolidated statements of financial position as at December 31, 2017 and December 31, 2016;

Consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the years ended December 31, 2017 and December 31, 2016, related notes, comprising a summary of significant accounting policies and other explanatory information.

We report that we have read the short form prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the short form prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,



**DAVIDSON & COMPANY LLP**  
Chartered Professional Accountants

