



November 16, 2018

FILED BY SEDAR

British Columbia Securities Commission (**Principal Regulator**)
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities Service Newfoundland and Labrador
Northwest Territories Securities Office
Office of the Superintendent of Securities, Yukon Territory
Nunavut Securities Office

Dear Sirs / Mesdames:

**Re: Prophecy Development Corp. (the "Corporation")
Final Short Form Prospectus dated November 16, 2018, (the "Prospectus")**

We refer to the Prospectus of the Corporation relating to the offering of common shares of the Corporation.

We, as counsel to the underwriter, hereby consent to the use of and reference to our firm opinion under the heading "*Eligibility for Investment*" and to the reference to our firm name on page ii of the Prospectus and under the heading "*Interests of Experts*".

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

Yours truly,

"CASSELS BROCK & BLACKWELL LLP"