

**BC FORM 51-102F3
MATERIAL CHANGE REPORT**

UNDER SUBSECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

ITEM 1. NAME AND ADDRESS OF COMPANY

Prophecy Development Corp.
Suite 1610 – 409 Granville Street
Vancouver, BC V6C 1T2

ITEM 2. DATE OF MATERIAL CHANGE

November 8, 2017

ITEM 3. NEWS RELEASE

The news release dated November 8, 2017 was disseminated through Filing Services Canada Inc. and filed on SEDAR on November 8, 2017.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Prophecy Development Corp. (the "**Company**") received an updated technical report on its 100% owned, Titan vanadium-iron-titanium property (the "**Property**"). The technical report was prepared by Mine Development Associates and is dated October 23, 2017 (the "**Technical Report**"). The Technical Report (available under the Company's SEDAR profile at www.sedar.com) was prepared in compliance with National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and reports an inferred resource for the Property.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release dated November 8, 2017, which is available for review under the Company's SEDAR profile at www.SEDAR.com.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

None.

ITEM 8. SENIOR OFFICER

Contact: Tony Wong, Corporate Secretary
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Email: twong@prophecydev.com

ITEM 9. DATE OF REPORT

November 8, 2017