

**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 20, 2017

ITEM 3. NEWS RELEASE

The news release dated November 20, 2017 was disseminated through Filing Services Canada Inc. and filed on SEDAR on November 20, 2017.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Prophecy Development Corp. (the “**Company**”) has received an independent technical report titled “Gibellini Vanadium Project Nevada, USA NI 43-101 Technical Report” with an effective date of November 10, 2017 prepared by Amec Foster Wheeler E&C Services Inc. on the Gibellini vanadium project which has been filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.SEDAR.com.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release dated November 20, 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
Telephone: (604) 569-3661
Email: twong@prophecydev.com

ITEM 9. DATE OF REPORT

November 20, 2017