



PROPHECY DEFI ANNOUNCES CONSOLIDATION

Toronto, Ontario – December 16, 2025 – Prophecy DeFi Inc. (“**Prophecy DeFi**” or the “**Company**”) (CSE: PDFI) is pleased to announce that it has filed articles of amendment to consolidate its issued and outstanding common shares (each, a “**Common Share**”) on the basis of fifty (50) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the “**Consolidation**”). The Consolidation was approved by shareholders of the Company at its annual and special meeting held on September 2, 2025.

The new CUSIP number for the post-Consolidation Common Shares will be 74349R303 and the new ISIN number for the post-Consolidation Common Shares will be CA74349R3036. The name of the Company and trading symbol will remain the same after the Consolidation.

The Consolidation is subject to the approval of the Canadian Securities Exchange (the “**CSE**”). The Company anticipates its Common Shares will commence trading on a post-Consolidation basis on the CSE at market open on December 22, 2025.

The Consolidation will reduce the number of outstanding Common Shares from 749,248,212 to approximately 14,984,964. The exercise or conversion price and the number of Common Shares issuable under any of the Company's outstanding stock options will be proportionately adjusted to reflect the Consolidation in accordance with the respective terms thereof. No fractional Common Shares will be issued pursuant to the Consolidation and any fractional shares that would have otherwise been issued will be rounded down to the nearest whole number.

A letter of transmittal with respect to the Consolidation will be mailed to registered shareholders of the Company. All registered shareholders with physical certificates will be required to send their respective share certificates representing pre-Consolidation Common Shares, along with a properly executed letter of transmittal, to the Company's registrar and transfer agent, TSX Trust Company, in accordance with the instructions provided in the letter of transmittal. Shareholders who hold their Common Shares through a broker, investment dealer, bank or trust company or other intermediary should contact that nominee or intermediary for assistance in depositing their Common Shares in connection with the Consolidation. A copy of the letter of transmittal will be posted on the Company's profile at www.sedarplus.ca.

About Prophecy DeFi

Prophecy DeFi Inc. (PDFI) is a publicly traded investment company whose primary objective is to invest its funds for the purpose of generating returns from capital appreciation and income. It plans to accomplish these goals by bringing together technology start-ups in the Blockchain and Decentralized Finance sectors to fund innovation, elevate industry research, and create new business opportunities in a coherent ecosystem.

www.prophecydefi.com

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Forward-Looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this news release contains forward-looking statements and information relating to the effective date of the Amendments. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

Neither the CSE nor its Market Regulator (as such term is defined in the policies of the CSE) accept responsibility for the adequacy or accuracy of this release.