

**PROPHECY DEFI INC.  
87 Scollard Street, Suite 100  
Toronto, Ontario M5R 1G4**

September 13, 2021

Canadian Securities Exchange  
100 King Street West, Suite 7210  
Toronto, Ontario M5X 1E1

Re: Prophecy DeFi Inc. (the “**Company**”)  
Share Purchase Agreement (the “**Purchase Agreement**”) dated June 7, 2021 between the  
Company, Layer2 Blockchain Inc. (“**Layer2**”) and the shareholders of Layer2

In accordance with section 3.3(a) of Policy 6 of the Canadian Securities Exchange (the “**CSE**”), and further to the CSE Form 9 – Notice of Proposed Issuance of Securities dated September 10, 2021, posted under the Company’s profile on the CSE’s website, we confirm the closing of the acquisition by the Company of 40% of the issued and outstanding common shares of Layer2 pursuant to the Purchase Agreement. The Company has received full consideration of an aggregate of 1,000,001 common shares in the capital of Layer2 in exchange for the issuance of its securities.

Please do not hesitate to contact the undersigned should you have any questions regarding this matter.

Yours truly,

**PROPHECY DEFI INC.**

Per: “John McMahon” (signed)  
John McMahon  
Chief Executive Officer