

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

Prophecy DeFi Inc. (the “**Listed Issuer**”) hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

Date: July 14, 2021

Signed: “John McMahon” (signed)
(Signature)

John McMahon
(Print Name)

Chief Executive Officer
(Print Office)