

**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: September 13, 2021

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

John McMahon  
(Print Name)

Chief Executive Officer  
(Print Office)