

# Prophecy Coal Announces \$3,596,000 Private Placement With Strategic Asian Partner

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VANCOUVER, BRITISH COLUMBIA--(Marketwired - Dec 8, 2014) - [Prophecy Coal Corp.](#) ("**Prophecy**" or the "**Company**") (TSX:PCY)(OTCQX:PRPCF)(FRANKFURT:1P2) announces that it is undertaking a non-brokered private placement to raise gross proceeds of CAD\$3,596,000 (the "**Placement**").

The Placement involves the issuance of 62 million common shares of the Company (the "**Shares**") at a price of \$0.058 per Share to TBF Capital Management Group (HK) Limited ("**TBF**"), a corporation that is arms' length to the Company. The offering price is based on the 5-day volume weighted average trading price of the Shares calculated as of market close on December 5, 2014. Upon closing of the Placement, TBF will own approximately 19.75% of the Company's outstanding Shares, calculated on a non-diluted basis. TBF will be entitled to maintain its proportionate ownership percentage pursuant to certain rights granted by the Company under the terms of the subscription agreement between the parties (the "**Subscription Agreement**").

The parties have also entered into a voting agreement whereby for two years, among other things, TBF has agreed to not to sell the Shares and vote the Shares in favour of the slate of directors recommended by Prophecy's management.

Pursuant to the terms of the Subscription Agreement, TBF shall be entitled to nominate one member to Prophecy's Board of Directors for as long as TBF maintains at least a 10% share ownership in the Company, calculated on a non-diluted basis, and the Company has agreed to reimburse TBF's costs in relation to the transaction up to 5% of the total proceeds of the Placement.

The Placement is expected to close in January 2015. No finder's fees are being paid in connection with this Placement.

The proceeds of the Placement are expected to be used for Company's mineral project development and for general working capital purposes.

The Placement is subject to the approval of the Toronto Stock Exchange and other customary closing conditions.

## About Prophecy

[Prophecy Coal Corp.](#) is a Canadian public company listed on the Toronto Stock Exchange that is engaged in developing energy projects in Mongolia. Further information on Prophecy Coal can be found at [www.prophecycoal.com](http://www.prophecycoal.com).

[Prophecy Coal Corp.](#)

ON BEHALF OF THE BOARD

"JOHN LEE"

Executive Chairman

*Neither the Toronto Stock Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Toronto Stock Exchange) accepts responsibility for the adequacy or accuracy of this release.*

### **Cautionary Note Regarding Forward-Looking Statements**

Certain statements contained in this news release, including statements which may contain words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions, and statements related to matters which are not historical facts, are forward-looking information within the meaning of applicable securities laws. Such forward-looking statements, which reflect management's expectations regarding Prophecy's future growth, results of operations, performance, business prospects and opportunities, are based on certain factors and assumptions and involve known and unknown risks and uncertainties which may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. These estimates and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies, many of which, with respect to future events, are subject to change and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by Prophecy. In making forward-looking statements as may be included in this news release, Prophecy has made several assumptions that it believes are appropriate, including, but not limited to assumptions that: there being no significant disruptions affecting operations, such as due to labour disruptions; currency exchange rates being approximately consistent with current levels; certain price assumptions for coal, prices for and availability of fuel, parts and equipment and other key supplies remain consistent with current levels; production forecasts meeting expectations; the accuracy of Prophecy's current mineral resource estimates; labour and materials costs increasing on a basis consistent with Prophecy's current expectations; and that any additional required financing will be available on reasonable terms. Prophecy cannot assure you that any of these assumptions will prove to be correct.

Numerous factors could cause Prophecy's actual results to differ materially from those expressed or implied in the forward looking statements, including the following risks and uncertainties, which are discussed in greater detail under the heading "Risk Factors" in Prophecy's most recent Management Discussion and Analysis and Annual Information Form as filed on SEDAR and posted on Prophecy's website: Prophecy not having a history of profitable mineral production; the uncertainty of mineral resource and mineral reserve estimates; the capital and operating costs required to bring Prophecy's projects into production and the resulting economic returns from its projects; foreign operations and political conditions, including the legal and political risks of operating in Mongolia, which is a developing jurisdiction; title to Prophecy's mineral properties; environmental risks; the competitive nature of the mining business; lack of infrastructure; Prophecy's reliance on key personnel; uninsured risks; commodity price fluctuations; reliance on contractors; Prophecy's need for substantial additional funding and the risk of not securing such funding on reasonable terms or at all; foreign exchange risks; anti-corruption legislation; recent global financial conditions; the payment of dividends; and conflicts of interest.

These factors should be considered carefully, and readers should not place undue reliance on the Prophecy's forward-looking statements. Prophecy believes that the expectations reflected in the forward-looking statements contained in this news release and the documents incorporated by reference herein are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although Prophecy has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Prophecy undertakes no obligation to release publicly any future revisions to forward-looking statements to reflect events or circumstances after the date of this news or to reflect the occurrence of unanticipated events, except as expressly required by law.

### **Contact**

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