

VANCOUVER, BRITISH COLUMBIA--(Marketwired - Sep 1, 2015) - [Prophecy Development Corp.](#) ("Prophecy" or the "Company") (TSX:PCY)(OTCQX:PRPCF)(FRANKFURT:1P2) announces that it is undertaking a non-brokered private placement (the "Placement") involving the issuance of up to 40,000,000 units (each a "Unit") at a price of \$0.05 per Unit. Each Unit will consist of one Common share in the capital of the Company (a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional Share at a price of \$0.07 per Share for a period of five years from the date of issuance.

Company management and directors will subscribe for a minimum of \$450,000, being the equivalent of 9,000,000 Units of the Placement. Subject to shareholder approval, the Company's creditor Linx Partners Ltd. has agreed to settle a portion of the debt owed to it by the Company under an existing Credit Facility Agreement as previously announced by the Company on March 27, 2015, and as amended on May 5, 2015, in the amount of \$750,000 in exchange for 15,000,000 Units being issued to John Lee, the beneficial owner of Linx, and a director and officer of the Company.

Total cash proceeds of \$1,250,000 is expected to be raised and used to develop Prophecy's mineral projects and for general working capital purposes.

The Warrants will be subject to the following acceleration conditions:

1. in the event that the closing price of the Shares trading on the Toronto Stock Exchange (the "TSX") exceeds \$0.15 per Common Share; or
2. the closing spot price of silver as quoted by KITCO Metals Inc. exceeds USD\$25.00 per ounce,

In either instance, for a period of over 30 consecutive calendar days, at Prophecy's election, the exercise period may be reduced in which case, Warrant holders will only be entitled to exercise their Warrants for a period of 30 days from the date the Company either disseminates a press release or sends written notice to the Warrant holders advising them of the reduced and accelerated exercise period after which, the Warrants will expire.

The Shares will be subject to a minimum hold period of four months plus one day from the date of issue. Finder's fees may be paid in either cash or Units, in certain instances in connection with the non-debt settlement portion of the Placement.

The Placement and payment of any finder's fees are subject to the approval of the TSX and other customary closing conditions.

About Prophecy

[Prophecy Development Corp.](#) is a Canadian public company listed on the Toronto Stock Exchange that is engaged in developing mining and energy projects in Mongolia, Bolivia and Canada. Further information on Prophecy can be found at www.prophecydev.com.

[Prophecy Development 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 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.

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