Prophecy Coal Corp.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the three and nine months ended September 30, 2014
(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("**MD&A**") of Prophecy Coal Corp. and its subsidiaries ("**Prophecy Coal**", or the "**Company**") provides analysis of the Company's financial results for the three and nine months ended September 30, 2014. The following information should be read in conjunction with the accompanying September 30, 2014 unaudited condensed interim consolidated financial statements and the notes to those financial statements, prepared in accordance with International Financial Reporting Standards ("**IFRS**"), applicable to the preparation of interim financial statements, including International Accounting Standard ("**IAS**") 34 Interim Financial Reporting, as issued by the International Accounting Standards Board. This MD&A should be read also in conjunction with both the audited annual consolidated financial statements for the year ended December 31, 2013 (prepared in accordance with IFRS) ("**Audited Consolidated Financial Statements**") and the related annual MD&A, all of which are available on the SEDAR website at www.SEDAR.com.

Financial information is expressed in Canadian dollars, unless stated otherwise. This MD&A is current as of November 12, 2014, and was reviewed, approved, and authorized for issue by the Company's Audit Committee.

Cautionary Note Regarding Forward-Looking Statements

This document contains forward-looking statements within the meaning of applicable Canadian securities legislation concerning anticipated developments in the Company's continuing and future operations in Mongolia, the adequacy of the Company's financial resources and financial projections. Such forward-looking statements include but are not limited to statements regarding the permitting, feasibility, plans for development and production of Prophecy Coal's Chandgana Power Plant, including finalizing of any power purchase agreement; the likelihood of securing project financing; estimated future coal production at the Ulaan Ovoo coal mineral property and the Chandgana coal mineral properties; and other information concerning possible or assumed future results of operations of Prophecy Coal. See in particular, the section Select Financial and Operational Data under Part 3 – Business Overview and 2014 Outlook descriptions.

Forward-looking statements in this document are frequently identified by words such as "expects", "plans", "believes", "estimates", "potentially" or similar expressions, or statements that events, conditions or results "will", "may", "would", "could", "should" occur or are "to be" achieved, and statements related to matters which are not historical facts. Information concerning management's expectations regarding Prophecy Coal's future growth, results of operations, performance, business prospects and opportunities may also be deemed to be forward-looking statements, as such information constitutes predictions based on certain factors, estimates and assumptions subject to significant business, economic, competitive and other uncertainties and contingencies, and involve known and unknown risks which may cause the actual results, performance, or achievements to be different from future results, performance, or achievements contained in such forward-looking statements made by Prophecy Coal.

In making the forward-looking statements in this MD&A, Prophecy Coal has made several assumptions that it believes are appropriate, including, but not limited to assumptions that: all required third party contractual, regulatory and governmental approvals will be obtained for the development, construction and production of Prophecy Coal's properties and the Chandgana Power Plant; there being no significant disruptions affecting operations, whether due to labour disruptions or other causes; 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 Coal's current mineral resource estimates; labour and materials costs increasing on a basis consistent with Prophecy Coal's current expectations; and any additional required financing will be available on reasonable terms. Prophecy Coal cannot assure you that any of these assumptions will prove to be correct.

Numerous factors could cause Prophecy Coal'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 "Risks and Uncertainties" in this MD&A: Prophecy Coal's history of net losses and lack of foreseeable cash flow; exploration, development and production risks, including risks related to the development of Prophecy Coal's Ulaan Ovoo coal property; Prophecy Coal not having a history of profitable mineral production; commencing mine development production without a feasibility study; the uncertainty of mineral resource and mineral reserve estimates; the capital and operating costs required to bring Prophecy Coal'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 country and being subject to its local laws; the availability and timeliness of various government approvals and licences; the feasibility, funding and development of the Chandgana Power Plant; protecting title to Prophecy Coal's mineral properties; environmental risks; the competitive nature of the mining business; lack of infrastructure; Prophecy Coal's reliance on key personnel; uninsured risks; commodity price fluctuations; reliance on contractors; Prophecy Coal's need for substantial additional funding and the risk of not securing such funding on reasonable terms or at all; foreign exchange risk; anti-corruption legislation; recent global financial conditions; the payment of dividends; and conflicts of interest.*

In light of the risks and uncertainties inherent in all forward-looking statements, the inclusion or incorporation by reference of forward-looking statements in this MD&A should not be considered as a representation by Prophecy Coal or any other person that Prophecy Coal's objectives or plans will be achieved.

These factors should be considered carefully and readers should not place undue reliance on Prophecy Coal's forward-looking statements. Prophecy Coal believes that the expectations reflected in the forward-looking statements contained in this MD&A 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 Coal 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 Coal undertakes no obligation to publicly update any future revisions to forward-looking statements to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

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(Expressed in Canadian Dollars)

1. INTRODUCTION

Prophecy Coal Corp. is a company incorporated under the laws of the province of British Columbia, Canada. Its focus is on the acquisition, exploration and development of coal properties and the development of its Chandgana Power Plant project in Mongolia.

Prophecy Coal is a reporting issuer in the provinces of British Columbia, Alberta, and Ontario. The Company's common shares are listed for trading on the Toronto Stock Exchange ("**TSX**" or the "**Exchange**") under the symbol "PCY".

General Corporate Information

At September 30, 2014 and November 12, 2014, Prophecy Coal had: (i) 251,878,634 common shares issued and outstanding; (ii) 26,693,750 and 26,793,750 stock options for common shares outstanding respectively; and (iii) 15,766,648 warrants for common shares outstanding.

Share Information
Common shares of Prophecy Coal are listed for trading on: (i) the TSX under the symbol "PCY", (ii) the OTC-QX under the symbol "PRPCF", and (iii) on the Frankfurt Stock Exchange under the symbol "1P2".

Investor Information
All financial reports, news releases and corporate information can be accessed on the Company's web site at www.prophecycoal.com

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Directors and Officers

As at the date of this MD&A, Prophecy Coal's directors and officers were as follows:

Directors	Officers
John Lee, Executive Chairman	John Lee, Interim Chief Executive Officer
Harald Batista	Irina Plavutska, Chief Financial Officer
Greg Hall	Tony Wong, Corporate Secretary
Masa Igata	

Audit Committee
Greg Hall (Chair)
Harald Batista
Masa Igata

Corporate Governance and Compensation Committee
Greg Hall (Chair)
Harald Batista
Masa Igata

Qualified Person

Mr. Christopher Kravits, LPG, CPG, is a qualified person as defined under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Mr. Kravits is not considered independent of Prophecy Coal given the large extent that his professional time is dedicated solely to Prophecy Coal. Mr. Kravits has reviewed and approved the technical and scientific disclosure regarding the mineral properties of Prophecy Coal contained in this MD&A.

2. THIRD QUARTER 2014 HIGHLIGHTS

- On July 4, 2014, the Company announced the resignation of Mr. Chuluunbaatar Baz as a director of the Company so that he may devote his time to other business matters.

- On July 7, 2014 the Company announced an amendment of the terms of 1,064,215 share purchase warrants (the "**Old Warrants**") of the Company held by various investors that were originally issued pursuant to a private placement of 3,831,511 units which closed on October 28, 2010, expiring October 28, 2015 with an exercise price of $0.18 and had a right to purchase a fraction of a share of Wellgreen Platinum Ltd. attached.

  These Old Warrants were voluntarily surrendered by holders in June 2014. The Company replaced the Old Warrants by issuing an equivalent number of new warrants to these holders at an exercise price of $0.055, and no longer have a right to purchase a fraction of Wellgreen Platinum Ltd. shares attached.

- On August 18, 2014, the Company announced that it entered into binding agreements with Cosmo Coal LLC ("**Cosmo**") to:

  1. Consolidate the assets of the Company's wholly-owned subsidiary, Chandgana Coal LLC ("**Chandgana Coal**") with the assets of Tugalgatai Mining LLC ("**Tugalgatai**"), which is a wholly-owned subsidiary of Cosmo, into: Chandgana Tugalgatai Coal LLC, a newly-incorporated Mongolian company, of which the Company will own 51% and Cosmo will own 49%.

  2. Transfer, for nominal consideration, 34% of the issued and outstanding shares of Prophecy's wholly-owned subsidiary, Prophecy Power Generation LLC ("**Prophecy Power**") to Cosmo.

  3. Accept Cosmo's nomination of one new member to Prophecy Coal's Board of Directors.

  Tugalgatai holds two mining licenses of Tugalgatai properties adjacent to Chandgana Coal's properties. The coal resources covered by the respective licenses are contained in the Nyalga Coal Basin located in Khentii Province in the central Mongolia. The Tugalgatai licenses contain an estimated coal resource of 2.33 billion tonnes according to official records from the Minerals Resource Authority of Mongolia. The resource is considered a historic estimate derived from records prepared previously by a wholly-owned subsidiary of Vale S.A. This historic estimate was prepared to meet the Mongolian classification standard which may differ significantly from the Canadian Institute of Mining standard, was not prepared in accordance with NI 43-101, and uses resource categories that differ from those required under sections 1.2 and 1.3 of NI 43-101. The Company is unaware of the key assumptions, parameters and methods used to prepare the historic estimate and additional work would be required to verify the historic estimate as current mineral resources or reserves in accordance with NI 43-101. The Company expects to conduct exploration to prepare an NI 43-101 complaint estimate of the contained resource covered under the Tugalgatai licences.

  Management anticipates completing the consolidation of Chandgana Coal and Tugalgatai in November 2014.

  Further, the Company and Cosmo signed a non-binding intent letter in July 2014 whereby Cosmo agreed to assist Prophecy Power in securing a concession agreement and power purchase agreement, and the Company agreed to use its best efforts to bring to the power plant project equity investors, secure bank financing, and manage the equipment procurement and construction cycle.

- On September 19, 2014, the Company announced the approval of the Company's General Development Plan (the "**GDP**") for the Zeltura border port in Selenge province by the Border Ports National Council of Mongolia (the "**BPNC**"). Given the approval of the GDP by the BPNC, the Company anticipates approval from the Mongolian Ministry of Road and Transportation for the Road Feasibility study previously submitted to it for the construction of a 17km road to connect the Ulaan Ovoo mine to the Zeltura border. The Company is also working with the Mongolian Customs General Administration for the establishment of a customs inspection and clearance area at its Ulaan Ovoo mine. The Company's goal is to see the Zeltura border opened, and to transport its first shipment of coal through it, this year.

Subsequent to period end

- On November 4, 2014, the Company announced that it has signed a definitive agreement (the "**Definitive Agreement**") with Apogee Silver Ltd. ("**Apogee**") (with Prophecy, the "**Companies**") in connection with the proposed transaction announced in the Company's news release dated October 15, 2014 to acquire the Pulacayo-Paca silver-lead-zinc mining project in Bolivia (the "**Pulacayo Project**").

  Under the terms of the proposed transaction, the Company will acquire Apogee's subsidiaries: Apogee Minerals Bolivia S.A. and ASC Bolivia LDC (which in turn, holds ASC Bolivia LDC Sucursal Bolivia, which holds Apogee's joint venture interest in the Pulacayo-Paca project) (collectively, the "**Apogee Subsidiaries**") by paying to Apogee $250,000 in cash ($125,000 paid upon signing of the Definitive Agreement) and issuing to Apogee 60 million Prophecy common shares (the "**Consideration Shares**") (the "**Proposed Transaction**").

  The Companies shall enter into an escrow agreement (the "**Escrow Agreement**") which allows for the release of Consideration Shares from escrow over time, when Prophecy shares trading on the TSX reach certain price levels, or in the face of certain major triggering events. The Company has agreed to assume all liabilities of the Apogee Subsidiaries. The Escrow Agreement will provide for a standstill on voting of the Consideration Shares while they are held in escrow, and the voting of all released Consideration Shares in support of the Company's management so long as the Company continues to be engaged in its current business.

  Certain shareholders of Apogee who hold an aggregate of 87,599,000 common shares, representing approximately 19.4% of Apogee's issued and outstanding common shares, have signed voting support agreements pursuant to which they have agreed to vote all of the Apogee shares beneficially owned by them in favour of the Proposed Transaction.

  On closing of the Proposed Transaction, Apogee shall appoint to its board of directors an individual nominated by the Company to serve as a director of Apogee.

  The Company currently has 251,878,634 common shares issued and outstanding. In the event all of Apogee's Consideration Shares are released from escrow, as of the date hereof, Apogee would hold 19.24% of the Company's issued and outstanding common shares.

  Subject to satisfaction of all conditions, completion of the Proposed Transaction is expected to occur on or before January 2, 2015. The Proposed Transaction is subject to customary conditions, including receipt of applicable regulatory approval, including the approval of the TSX and TSX Venture Exchange respectively, Apogee shareholders and other necessary approvals, as applicable.

3. BUSINESS OVERVIEW

Mineral Properties

As of September 30, 2014, Prophecy Coal's primary mineral properties included: the Ulaan Ovoo coal property (operating mine, Mongolia) and the Khavtgai Uul and Chandgana Tal coal deposits (Mongolia), (collectively known as the "**Chandgana Coal Properties**"). The other properties of Prophecy Coal include the Okeover copper-molybdenum project (British Columbia, Canada), the Titan iron-titanium project (Ontario, Canada) and the Kanichee property (Ontario, Canada).

Highlights on Ulaan Ovoo

The estimated resources, reserves, coal quality, and other mine characteristics of the Ulaan Ovoo coal property (Prophecy holds 100% interest) were estimated by independent consultancies. The Behre Dolbear & Company

(USA), Inc. report ("**Scoping Study Ulaan-Ovoo Coal Deposit**") dated October 2006 was prepared by independent Qualified Person Mr. Gardar G. Dahl, Jr, P. Geo, a senior associate of Behre Dolbear & Company (USA), Inc. (the "**Behre Dolbear Report**"). The Wardrop report ("**Ulaan Ovoo Pre-Feasibility Study**") dated December 10, 2010 was prepared by John Sampson, B.Sc. (Hons) and Brian Saul P. Eng. who are independent Qualified Persons under NI 43-101. Both reports are available on www.SEDAR.com.

Coal resource detail of the Ulaan Ovoo property

Coal Resources (million tonnes)		
Measured	Indicated	Total
174.5	34.3	208.8

Resources are from the 2006 Behre Dolbear NI 43-101 report.

Coal reserve detail of the starter pit area of the Ulaan Ovoo property

Coal Reserves (million tonnes)			Mining Period (years)	Strip Ratio (Bcm/t)	Coal Quality (arb)			
Proven	Probable	Total			Total Moisture (wt %)	Ash (wt %)	Gross Calorific Value (kcal/kg)	Total Sulfur (wt %)
20.7	0	20.7	10.7	1.8:1	21.7	11.3	5,040	Not det

Reserves, mining period, coal quality, and strip ratio are from the December 2010 Wardrop pre-feasibility report. This study was prepared for a starter pit and only considered a portion of the resource area north of the Zelter River. Coal reserves and qualities given in the above table are stated on a Run-of-Mine (ROM) basis and take into account mining loss and rock dilution at coal/rock interfaces. Strip ratio is the operating strip ratio. Proven reserves are of Low Ash (high grade) coal.

Select Financial and Operational Data

On December 31, 2012, the Company recorded a non-cash impairment write down of $47 million on the Ulaan Ovoo property, which was reflected on the consolidated statement of operations and comprehensive loss. The impairment charge reduced previously capitalized deferred exploration costs within property and equipment, to a balance of $2 million. As there were no benchmark or market changes as of September 30, 2014 the impaired value for Ulaan Ovoo within property and equipment, remained unchanged at a balance of $2 million. Costs in excess of the impaired value for the nine months ended September 30, 2014 totalled $3.77 million (same period 2013 - $3.42 million) which are reflected on the consolidated statement of operations and comprehensive loss.

During the first quarter of 2014, the Company produced approximately 77,500 tonnes (same period 2013 - nil) of coal, all of which had a gross calorific value ("**GCV**") greater than 5,000 kcal/kg. During the second quarter of 2014, the Company produced approximately 45,134 tonnes (same period 2013 - nil) of the same high grade coal. As of June 30, 2014, the coal stockpile balance was approximately 183,690 tonnes (December 31, 2013 - 119,900) with an inventoried value of approximately $3.2 million (December 31, 2013 - $1.76 million).

During the first quarter, the Company sold approximately 43,000 tonnes (same period 2013 - 40,000 tonnes) of coal with total sales revenue of approximately $1.24 million (same period 2013 - $0.85 million).

During the second quarter, the Company sold approximately 15,740 tonnes (same period 2013 – 1,800 tonnes) of coal to local customers with total sales revenue of approximately $0.58 million (same period 2013 - $0.24 million).

During the third quarter ended September 30, 2014, the Company continued to supply coal from the existing coal stockpile, and continued to develop new customers. During the third quarter, the Company sold approximately 24,845 tonnes (same period 2013 – 9,000 tonnes) of coal to local customers with total sales revenue of approximately $0.85 million (same period 2013 - $1.23 million). As of September 30, 2014 the coal stockpile balance was approximately 158,000 tonnes.

Coal consumption generally decreases in the second and third quarters of each year due to increasingly warmer weather which decreases the need for coal for heating. As the Company is in the pre-commercial production stages, proceeds from the sale of coal are not recorded as revenue but are rather offset against capitalized deferred exploration costs.

During the nine months ended September 30, 2014, the Company purchased approximately $0.76 million in mining and coal beneficiation equipment. An excavator and loader were purchased to support mining activities. Coal drying and coal screening equipment were purchased to consistently produce coal with GCV greater than 5,000 kcal/kg. The coal briquetter (currently being installed) was purchased to enable turning lower grade coal into much more marketable and higher margin briquettes to supply residential coal markets in Ulaanbaatar, Darkhan and Erdenet.

The Company continued its dedication to satisfying its existing local customer base and simultaneously developing increased sales to domestic industrial customers while actively managing existing and new business relationships in its neighbouring Russian regions

Since resuming operations at Ulan Ovoo, management primarily works towards improving mining practices in the areas of safety, cost containment and coal quality improvement. With these mandates and since near surface oxidized coal was removed during 2011 and 2012, the Company has been able to consistently mine higher grade thermal coal with GCV greater than 5,000 kcal/kg, as evidenced with the production figures of the first two quarters. With consistent, effective and efficient mining practices, management expects that approximately ninety percent of the coal mined at Ulan Ovoo will have GCV greater than 5,000 kcal/kg in 2014 as was projected in the Wardrop Pre-Feasibility Study. As such the Company is transitioning to supplying to a market for coal of GCV greater than 5,000 kcal/kg which realizes premium pricing, both in the Company's domestic and neighbouring market, Russia.

The Company continues to penetrate the premium thermal coal market in these regions and sees potential to expand sales in northern Mongolia and its neighboring Russian region, where higher margins can be obtained. The Company has invested in various mining and beneficiation equipment in order to provide specific coal sizes and to reduce moisture levels in order to consistently produce coal with GCV greater than 5,000 kcal/kg. With this, the Company's - emphasis on improving its mining practices, and focusing its marketing efforts on higher margin markets it intends to primarily become a provider of higher grade coal with GCV greater than 5,000 kcal/kg and to capture a greater share of the premium priced coal market. Lower grades of coal will be used to produce briquettes and sold in the briquette market for higher prices accordingly.

Further progress was made in opening the Zeltura border crossing. During September 2014, the Company's General Development Plan (the "**GDP**") for the Zeltura border was approved by the Mongolian authorities. Based on Article 17.4.5 of the Mongolian Border Control and Ports of Entry and Customs Law, Provision No. 4.8 of the Border Ports National Council of Mongolia (the "**BPNC**") Charter and the decision of the 2nd meeting of the BPNC and with the purpose of implementing the 2012-2016 Government Action Plan, Resolution #01 was made on August 26, 2014 by the BPNC to:

1. Approve the GDP for the Zeltura border port in Selenge province, Mongolia; and
2. Instruct the Ports General Authority to take measures immediately to implement the GDP.

In addition, the feasibility study for upgrading the road from the Ulaan Ovoo mine to the Zeltura border that was submitted to the Mongolian Ministry of Road and Transportation by the Company, has been accepted and is pending final specifications from the Mongolian Ministry of Road and Transportation. Given the approval of the GDP by the BPNC, the Company anticipates approval from the Mongolian Ministry of Road and Transportation for the Road Feasibility study previously submitted to it for the construction of a 17km road to connect the Ulaan Ovoo mine to the Zeltura border. The Company is also working with the Mongolian Customs General Administration for the establishment of a customs inspection and clearance area at its Ulaan Ovoo mine. Design of the inspection and clearance area was completed and will be submitted to the Administration during fourth quarter 2014.

While the Company is pleased with the overall progress and appreciates the support from the Mongolian authorities, it cannot offer any certainty or a definitive time frame to start transporting coal to Russia through Zeltura.

Q4 2014 Outlook

The Company continues to evaluate operating alternatives (e.g. electrification, conveyance vs. haul), infrastructure improvement, and further management changes in addition to new uses and markets for Ulaan Ovoo coal, methods to upgrade its quality and pursue financial arrangements including strategic partner or joint venture arrangements or the sale of a portion or the entire project. Though management believes the domestic and export thermal coal market is improving and is becoming more profitable, the Company is unable to determine when improvement will materialize and if so, be sustainable, and when, if at all, greater access to Russian coal markets will be realized, nor the extent of project changes and operational modifications required and the potential value of the coal resources.

Highlights on the Chandgana Coal Properties

The Chandgana properties consist of the Chandgana Tal ("**Tal**") and Khavtgai Uul ("**Khavtgai**") (formerly named Chandgana Khavtgai) (Prophecy holds 100% interest) properties which are within nine kilometres of each other in the Nyalga Coal Basin in east central Mongolia which is approximately 280 kilometres east of Ulaanbaatar.

A NI 43-101 technical report entitled "Technical Report on the Coal Resources of the Chandgana Tal Coal Project Khentii Aimag, Mongolia" and dated September 11, 2007 was prepared by independent Qualified Person Mr. Gardar G. Dahl, Jr, P. Geo, a senior associate of Behre Dolbear & Company (USA), Inc. (the "**Behre Dolbear Report**"). Prophecy Coal engaged Leighton Asia LLC to prepare a scoping level mine study for the Tal property which was completed during December 2011. Later a preliminary economic assessment was prepared by John T. Boyd Co. and received in November 2012 for the Tal licenses (the "**PEA**"). A subsequent update to the PEA was reissued in February of 2014 with the following revisions:

- The previous report was prepared on a before tax basis. The change to an after-tax basis in the amended PEA decreased the base financial results including reducing the IRR from 36% to 28%, increased the payback period from 4 to 5.3 years, and decreased the NPV from US $70.5 million to US $47.8 million at a 10% discount rate.

- The previous report was also prepared without depreciation. The inclusion of depreciation as determined for income tax purposes effected an approximate US $5 million per year positive adjustment to after tax cash flow. The Mongolian income tax is a two tiered rate that makes for an approximate US $3 million decrease in net cash flow.

- Net annual cash flow decreased slightly in the amended PEA due to an increase in total indirect costs from US $1.24 to US $1.60 per tonne to account for additional water usage fees determined and applied by the Mongolian government after the previous report was prepared.

- The final revised direct cost of materials and supplies also decreased resulting in a net decrease in total direct costs from US $6.56 to US $6.30 per tonne.

- The amended PEA has also been updated to reflect that the US $17.70 per tonne mine gate price has been determined in reliance on the terms of the Coal Supply Agreement.

The resulting financial evaluation in the amended PEA indicates that the project is potentially economically viable given the coal price assumption of US $17.70 per tonne sold at the mine gate directly to the power plant. The coal price is fully indexed and will rise according to rising input costs such as fuel, labor, and parts. Therefore the coal project is expected to provide stable return throughout the life of mine. Furthermore, the mineral resource estimate covers only the Chandgana Tal mining licenses. There is potential to scale up the Chandgana power plant project and source additional coal supply from Chandgana Coal's nearby Khavtgai Uul coal deposit. Please refer to the news release dated April 3, 2014 or the updated PEA as filed on www.SEDAR.com on April 3, 2014 for additional details.

An updated NI 43-101 technical report on the Khavtgai property entitled "Updated Technical Report on the Coal Resources of the Chandgana Khavtgai Coal Resource Area, Khentii Aimag, Mongolia" and dated September 28, 2010 was completed by Christopher Kravits, LPG, CPG of Kravits Geological Services LLC (the "**Khavtgai Report**"). The Khavtgai Report updates the previous independent technical report on the Khavtgai property prepared by Mr. Kravits and Mr. Eric Robek, dated January 9, 2008. All the reports are filed on www.SEDAR.com. The resource and mining characteristics of the Chandgana Coal Properties are summarized in the following table:

Coal resource details of the Chandgana Properties

Property	Coal Resources (million tonnes)			Life of Mine (years)	Strip Ratio (Bcm/t)	Coal Quality (arb)			
	Measured	Indicated	Total			Total Moisture (wt %)	Ash (wt %)	Gross Calorific Value (kcal/kg)	Total Sulfur (wt %)
Khavtgai	509.3	538.8	1,048.1	Not det	2.2:1	36.5	10.1	3,636	0.6
Tal	124.4	0.0	124.4	30	0.7:1	40.9	10.8	3,306	0.6
Total/Weighted Avg	633.7	538.8	1,172.5		2.0:1	37.0	10.2	3,601	0.6

Coal quality is for the in-place coal. Strip ratio is the point strip ratio for Khavtgai and operating strip ratio for Tal.

The Khavtgai coal resource area contains a significant coal resource. The coal seams are thick and the strip ratio is low such that surface mining methods appear best suited to recover the coal. The coal is of moderate grade and low rank and appears suitable for use as a thermal coal but the large size of the resource and moderate grade suggest the resource may also be suitable for use as a conversion feedstock.

During the third quarter 2014, the Company incurred total costs of $100,489 (same period 2013 - $227,787) for the Chandgana Tal property (including power plant application costs) and $3,647 (same period 2013 - $48,848) for the Khavtgai Uul property.

Q4 2014 Outlook

For the Tal property, the Company is preparing to register the reserve estimate for one of the licenses. This work is needed to maintain the licenses and eventually obtain permission to mine at the rate of 3.6 million tonnes per year.

Work on the Khavtgai license will include exploration and normal license maintenance work in order to retain exploration and mining rights to the license. The Mongolian government recently revised the requirements for exploration and mining licenses with one of the revisions being that the term of exploration licenses was increased. This will assist the Company in assessing ways of obtaining maximum value from these assets for its shareholders.

Prophecy Coal expects regulatory approval of the consolidation of the assets of Chandgana Coal which controls the Tal and Khavtgai licenses with the assets of Tugalgatai, as announced in the Company's August 18 news release during the fourth quarter of 2014. The assets of Tugalgatai include licenses located between and contiguous to the Tal and Khavtgai licenses. Consolidation of the assets of these companies will give the Company control of one of the largest undeveloped coal deposits in Mongolia.

Chandgana Power Plant Project, Mongolia

The Chandgana Power Plant Project area is next to the Baganuur - Undurkhaan paved road and within 150 kilometres of the Central Mongolian Railroad. The paved road and the railroad can facilitate the transportation of construction equipment, power plant components and mining equipment. The Power Plant Project is within 150 kilometres of the Bagaanuur interconnect to the central electricity transmission grid and 50 kilometres to the Undurhaan interconnect to the eastern electricity transmission grid.

On November 15, 2010, Prophecy Coal reported that the Detailed Environmental Impact Assessment ("**DEIA**") pertaining to the construction of the Power Plant Project was approved by the Mongolian Ministry of Nature and the Environment. The DEIA was prepared by an independent Mongolian environmental consulting firm which considered social and labour issues, climate and environmental circumstances specific to the proposed power plant. According to the study, there are no major impediments to the Power Plant Project. On November 15, 2011 Prophecy Coal's wholly-owned Mongolian subsidiary East Energy Development LLC (now renamed as Prophecy Power Generation LLC) received a license certificate from the Mongolian Energy Regulatory Authority (the "**ERA**") to construct a 600 MW (150 MW x 4) power plant at Chandgana. An English translation of the license was filed on SEDAR at www.SEDAR.com on December 14, 2011.

During late 2011 and early 2012 Prophecy Power received requests to be considered for the construction of the power plant from Asian Engineering, Procurement and Construction (EPC) firms. Prophecy Power shortlisted the field during June 2012 to three Chinese EPC firms. The Company then issued the technical specification requirements in July 2012 and received three final tenders in September 2012. Evaluation of the final tenders indicated that the Chandgana Power Plant project construction costs are within the estimated capital budget of the project.

On May 28, 2012, Prophecy Coal reported that it entered into a Cooperation Covenant (the "**Covenant**") with the ERA to bring the 600 MW Chandgana Power Project online by 2016. The ERA is the agency which implements governmental policy in the power and energy sector of Mongolia. The Covenant provides for the coventees to support the construction and operation of the Chandgana 600 MW mine-mouth power plant and its ability to supply the electricity to the central and eastern power grids of Mongolia by 2016. The Covenant also addresses the basic rights and obligations of Prophecy Coal, as the seller and the National Electricity Transmission Grid Company of Mongolia ("**NETGCO"**) as the purchaser of the electrical energy.

On August 7, 2012 Prophecy Coal reported that since Prophecy Power obtained the construction licence in November, 2011, Prophecy Coal has been in on-going discussions with the Mongolian government to finalize a Power Purchase Agreement ("**PPA**"). The proposed PPA details the terms under which Prophecy Power would supply power to NETGCO and once executed will enable Prophecy Coal to seek project financing and begin construction. Prophecy Coal has also had numerous discussions with the Ministry of Natural Resources and Energy (now Ministry of Energy) to discuss technical and commercial issues. Prophecy Power formally submitted its PPA proposal to NETGCO on September 6, 2012 the highlights of which include:

- A designated commercial operations date of the proposed power plant to be determined dependant on signing required agreements, obtaining appropriate approvals and permits, and closure of the power plant projects financing, which are in the process of being obtained;

- A long term power off-take contract to ensure 24/7, uninterrupted dispatch power supply to the Mongolian grid; and

- Capacity and energy charge components in the tariff to cover fixed and variable costs respectively.

Prophecy Power has also been in discussions with several private Mongolian companies regarding entering into bilateral power purchase agreements for mining projects (copper, molybdenum and iron ore) and an industrial development complex (cement manufacture and smelter) in Mongolia.

On September 3, 2012, Prophecy Power submitted a Tariff Application to the Energy Regulatory Commission. Prophecy Power received official notice outlining the terms of the tariff agreement on May 17, 2013. The tariff includes:

- An initial tariff for the first year of the Power Project plant operation; and
- A weighted average tariff for the remaining 24 years of power plant operation.

The tariff numbers are in-line with PPG's final proposal submission to the Working Group on February 2013.

On March 5, 2013, the Company announced that Prophecy Power has been granted 532.4 hectares of land to be used for siting the Company's proposed Chandgana power plant (the "**Land Use Rights**"). With the Land Use Rights in place, Prophecy Power has entered into a contract with Erchim Concern LLC to bring 4MW of temporary power to the Chandgana Power Plant site from a local 35kV power line. Separately, Prophecy Power has issued tenders for the construction of 250 housing units along with a water supply to the Chandgana power plant site.

On June 5, 2013 Prophecy Power and Chandgana Coal executed a Coal Supply Agreement ("**CSA**"). The CSA calls for Chandgana Coalto supply 3.6 million tonnes of coal per year to Prophecy Power for 25 years. The initial coal price is US $17.70 per tonne which is competitive with Mongolian domestic thermal coal prices and is subject to annual price adjustments through indexing using the US Consumer Price Index, Mongolian Wage Index and Mongolian Diesel Price Index. The coal is to be mined from Chandgana Coal's Chandgana Tal mining licenses located two kilometres to the south of the proposed power plant location.

Prophecy Power entered into a Memorandum of Cooperation with Murum Soum where the power plant will be located wherein both parties will support each other in areas of mutual concern such as infrastructure, cultural issues, social issues, education, and health issues. As a result, a scholarship program was initiated during 2012 and continues for those interested in obtaining a university degree. Also, Prophecy Coal continues to supports certain cultural and social events.

In July 2013, the Company applied for a concession with the Ministry of Economic Development for the power project. After extensive document submissions and discussions, the Mongolian Cabinet approved the Chandgana Power Plant project as a concession project in January 2014. Subject to negotiations, a concession project may be entitled to stable tax rates, favorable VAT and customs duties, as well as other forms of government subsidies, endorsement and support; all of which can enhance bankability and lead to better financing options for the project. While the Company is pleased with the overall progress and appreciated support from various Mongolian authorities, it cannot offer certainty or a definitive time frame to conclude the Concession Agreement with MOED, or the Power Purchase Agreement with the Ministry of Energy.

In June 2014, the Ministry of Economic Development announced a tender for the Chandgana Power Plant project and the Baganuur to Underkhan to Choibalsan Overhead Transmission Lines project with the projects' technical and financial proposal submission deadline set of August 20, 2014. The Company submitted the projects' technical and financial proposals to the Ministry of Economic Development on August 20, 2014.

Q4 2014 Outlook

On October 9, 2014, Prophecy received invitation from the Ministry of Economic Development to begin direct negotiations of the conditions of the Concession Agreement to implement the Chandgana Power Plant project and the Baganuur to Underkhan to Choibalsan Overhead Transmission Lines project.

The Company actively pursues the remaining agreements, approvals and permits required to proceed with the development of the Chandgana Power Plant Project. Prophecy Coal also continues to actively consider the project financing options which include either debt, equity or a combination thereof in addition to joint ventures with international power project developers.

Titan Property, Ontario, Canada

Prophecy Coal has an 80% interest in the Titan iron-titanium property ("**Titan**") located in Ontario province, Canada. Prophecy Coal has done much exploration work including 22 kilometres of line cutting covering over 2.7 square kilometres in 100 metre intervals that extended the current surveyed grid west and southwest of the Titan property. A ground magnetometer survey was completed during the summer of 2010, the results of which expanded the extent of the magnetic anomaly associated with the Titan deposit. This work successfully demonstrated that exploration is warranted outside the previously known limits. The assessment work completed 2011 was approved. No assessment work was completed during 2013. During the nine months ended September 30, 2014, the Company spent $6,177 for land taxes and GPS of the claim posts.

Q4 2014 Outlook

The Company will maintain its interest in Titan. The required license maintenance work will be completed and taxes and fees will be paid to keep the licenses in Prophecy's tenure. The Company will continue monitoring commodity prices to consider the timing of possible development.

Okeover Property, British Columbia, Canada

The 60% interest in Okeover, a copper-molybdenum project in south-western British Columbia, Canada, 25 kilometres north of Powell River and 145 kilometres northwest of Vancouver, was acquired through the amalgamation between Red Hill Energy Inc. and Prophecy Coal Resources Corp. in April 2010.

Between 1966 and 2008 one hundred and four (104) diamond drill holes totaling 18,212 m and twelve percussion holes totaling 728.5 m have been completed. In 2006 N.C Carter, Ph. D, P. Eng. calculated an inferred resource for the North Lake Zone of 86.8 million tonnes grading 0.31% Cu and 0.014% MoS_2 (0.009% Mo) at a 0.20% Cu cut-off.

Work costing $56,488 was completed during the year ended December 31, 2013 to assess the mineralization. This work included 13.3 line kilometers of surveying and flagging to extend the grid of which 9.4 kilometers molybdenum mineralization was found and zones of high IP chargeability.

Work costing $32,698 was completed during nine month ended September 30, 2014 which included six kilometers of grid lines cut and sampled and diamond drilling. The Company is assessing the results and an assessment report will be filed before December 31, 2014. The required license maintenance work has been completed.

Q4 2014 Outlook

The Company will maintain its interest in Okeover. The required license maintenance work will be completed and taxes and fees will be paid to keep the licenses in Prophecy's tenure. The Company will continue monitoring commodity prices to consider the timing of possible development.

Kanichee Property, Ontario, Canada

Prophecy Coal holds a 100% interest in the surface rights of the Kanichee property ("**Kanichee**") located in Streathy Township, 375 km north of Toronto, Ontario, Canada. Kanichee consists of 15 mineral claims covering 583 acres that include surface and underground mine workings. The property includes copper and nickel mineralization associated with two dykes. No assessment work is currently planned as of the date of this report. No claim work is required to maintain title to the properties since they are surface rights.

The required 2014 taxes were paid.

Q4 2014 Outlook

The Company will maintain its interest in Kanichee and the required taxes and fees will be paid to keep the licenses in Prophecy's tenure. The Company will continue assessing improvements in its land position and monitoring mineral development activity to consider the timing of leasing the land.

(Expressed in Canadian Dollars)

4. SUMMARY OF QUARTERLY RESULTS

	2014 Sep-30	2014 Jun-30	2014 Mar-31	2013 Dec-31
Operating expense	$ (381,890)	$ (551,125)	$ (622,005)	$ 225,160
Loss Before Other Items and Deferred Income Tax	(381,890)	(551,125)	(622,005)	225,160
Other items	(615,673)	(323,827)	422,796	(11,997,195)
Loss Before Deferred Income Tax	(997,563)	(874,952)	(199,209)	(11,772,035)
Deferred income tax recovery	-	-	-	953,100
Net Income (Loss) for Quarter	(997,563)	(874,952)	(199,209)	(10,818,935)
Fair value gain (loss) on available-for-sale investments	-	-	-	(249,446)
Comprehensive Income (Loss) for Quarter	(997,563)	(874,952)	(199,209)	(11,068,381)
Share Information				
Net Loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.04)
Comprehensive Loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.04)
Average number of common shares outstanding for quarter, basic and diluted	251,879,733	249,694,731	249,319,226	248,148,215

	2013 Sep-30	2013 Jun-30	2013 Mar-31	2012 Dec-31
Operating expense	$ (2,731,414)	$ (793,281)	$ (794,913)	$ (1,069,354)
Loss Before Other Items and Deferred Income Tax	(2,731,414)	(793,281)	(794,913)	(1,069,354)
Other items	(2,568,853)	(2,771,104)	(2,817,654)	(46,585,365)
Loss Before Deferred Income Tax	(5,300,267)	(3,564,385)	(3,612,567)	(47,654,718)
Deferred income tax recovery	-	-	-	(1,569,024)
Net Loss for Quarter	(5,300,267)	(3,564,385)	(3,612,567)	(49,223,742)
Fair value gain (loss) on available-for-sale investments	(202,149)	(333,639)	781,484	2,476,797
Comprehensive Income (Loss) for Quarter	(5,502,415)	(3,898,023)	(2,831,082)	(46,746,945)
Net Income (Loss) for Quarter Attributable to:				
Owners of the Company	(5,300,267)	(3,564,385)	(3,612,567)	(48,831,202)
Non-controlling interest	-	-	-	(879,254)
	(5,300,267)	(3,564,385)	(3,612,567)	(49,710,456)
Comprehensive Loss for Quarter Attributable to:				
Owners of the Company	(5,502,415)	(3,898,023)	(2,831,082)	(44,266,921)
Non-controlling interest	-	-	-	(804,911)
	$ (5,502,415)	$ (3,898,023)	$ (2,831,082)	$(45,071,832)
Share Information				
Net Loss per share, basic and diluted attributable to:				
Owners of the Company	$ (0.02)	$ (0.02)	$ (0.02)	$ (0.22)
Non-controlling interest	(0.00)	(0.00)	(0.00)	(0.00)
Comprehensive Loss per share, basic and diluted attributable to:				
Owners of the Company	(0.02)	(0.02)	(0.01)	(0.21)
Non-controlling interest	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Average number of common shares outstanding for quarter, basic and diluted	243,176,495	236,490,184	229,547,023	228,379,503

Prior to December 1, 2012, Wellgreen Platinum's results of operations were consolidated into the statement of operations and comprehensive loss. Thereafter the proportional share of Wellgreen Platinum's net loss was reflected in the Share of Loss of an Associate line item on the statements of operations and comprehensive loss (Note 13 to the Annual Financial Statements).

(Expressed in Canadian Dollars)

The Company's quarterly general and administrative expenses decreased during 2014. Factors causing significant changes between the most recently completed eight quarters have primarily been items such as share-based payments expense, professional fees, consulting and management fees, and advertising and promotion expense.

5. DISCUSSION OF OPERATIONS

Three Months Ended September 30, 2014 and 2013 (Q3 2014 and Q3 2013)

Results of operations are summarized as follows:

Operating Expenses		Three months ended September 30, 2014		2013
Advertising and promotion	$	12,446	$	7,606
Consulting and management fees		9,303		41,248
General and administrative expenses		214,835		377,137
Professional fees		21,793		299,309
Share-based payments		104,644		2,005,800
Travel and accommodation		18,869		314
	$	381,890	$	2,731,414

In the third quarter of 2014, the decrease of $2.4 million relative to the third quarter of 2013 was primarily due to lower share-based payments and lower professional fees during the current period.

Other Items		Three months ended September 30, 2014		2013
Costs in excess of impaired value		1,090,524		657,726
Finance costs		-		390,000
Foreign exchange (gain) loss		(216,844)		136,488
Gain on sale of available-for-sale investments		(254,717)		(38,243)
Gain on change in value of adjustment warrants		-		(146,130)
Interest expense		-		922,441
Interest income		(3,290)		(3,014)
Share of net loss of associate		-		326,649
Deemed disposal loss of associate		-		322,934
	$	615,673	$	2,568,853

For the third quarter of 2014, the Company's "Other Items" decreased by approximately $2 million. The decrease was mainly due to a decrease in finance costs and interest expense due to the re-payment of a loan paid to Waterton Global Value, L.P. (the "**Waterton Loan**") in October 2013 and disposition of the Company's investment in associate.

Nine Months Ended September 30, 2014 and 2013

For the nine months ended September 30, 2014, the Company incurred a net loss of $1.6 million ($Nil per share) compared to a $4.3 million net loss ($0.05 per share) incurred for the nine months ended September 30, 2013. Results of operations are summarized as follows:

(Expressed in Canadian Dollars)

Operating Expenses		Nine months ended September 30, 2014		2013
Advertising and promotion	$	45,678	$	119,222
Consulting and management fees		42,617		97,653
General and administrative expenses		699,394		1,041,988
Professional fees		148,444		659,332
Share-based payments		538,158		2,341,299
Travel and accommodation		80,729		60,112
	$	1,555,020	$	4,319,607

The decrease in operating expenses of approximately $2.8 million was primarily due to a lower share-based payments and general and administrative expenses during the nine months ended September 30, 2014 compared to the same period of 2013.

Other Items		Nine months ended September 30, 2014		2013
Costs in excess of impaired value		3,767,686		3,423,286
Finance costs		-		390,000
Foreign exchange (gain) loss		(614,775)		(239,176)
Gain on sale of available-for-sale investments		(2,621,630)		(57,788)
Gain on change in value of adjustment warrants		-		(146,130)
Interest expense		-		2,170,184
Interest income		(14,577)		(27,424)
Share of net loss of associate		-		1,199,390
Deemed disposal loss of investment in associate		-		1,122,329
Loss on disposal of investment in associate		-		322,934
	$	516,703	$	8,157,607

For the nine months ended September 30 2014, the Company's "Other Items" decreased by approximately $7.6 million. The decrease was mainly due to the disposition of its investment in associate, re-payment of its Waterton Loan, and a gain on sale of available-for-sale investments.

6. LIQUIDITY AND CAPITAL RESOURCES

Working Capital

At September 30, 2014 Prophecy Coal had approximately $0.7 million comprised of cash and cash equivalents, representing an increase of $0.15 million from the $0.5 million held at December 31, 2013. Working capital amounted to $4.3 million at September 30, 2014 compared to working capital of $6.1 million as at December 31 2013.

As at the date of this report, the Company's working capital is approximately $3.5 million. The Company has sufficient capital to fund its mining and exploration activities and to cover its administrative costs.

During the nine months ended September 30, 2014, the Company generated $4.5 million through the sale of 5.3 million common shares of Wellgreen Platinum.

In October 2013, Prophecy Coal's wholly-owned Mongolian subsidiary, Red Hill Mongolia LLC ("**Red Hill**") arranged a line of credit for US $1,500,000 ("**LOC**") with the Trade and Development Bank. The line of credit has a 1.5 year term, with the option of extending it, and bears interest at 15% per annum and a commitment rate of 2% per annum payable monthly. The funds will be used for working capital. The credit facility is collateralized by certain equipment and certain mineral and exploration licences. Pursuant to the LOC agreement, Red Hill was scheduled to pay a fixed amount of US $125,000 monthly against the principal starting May 2014.

(Expressed in Canadian Dollars)

On June 30, 2014, Red Hill amended the line of credit agreement by extending the maturity date by four months and the repayment schedule of the remaining principal of $1,250,000, commencing November 2, 2014, broken down as follows:

November and December 2014	Monthly payment of US $150,000
January 2015 to March 2015	Monthly payment of US $150,000
April 2015 to August 2015	Monthly payment of US $100,000

The Company has no capital lease obligations, operating leases (other than office leases) or any other long term obligations.

Cash Flow Highlights

	Nine months ended September 30,	
	2014	2013
Cash (used in) provided by operating activities	$ (1,982,684)	$ 1,293,316
Cash (used in) provided by investing activities	2,620,148	273,173
Cash (used in) provided by financing activities	(450,193)	(1,960,798)
Increase (decrease) in cash for period	187,271	(394,309)
Net foreign exchange difference	(32,500)	(2,324)
Cash balance, beginning of period	507,996	768,831
Cash balance, end of period	$ 662,767	$ 372,198

Operating activities: Cash used in operating activities was $1.98 million during the nine months ended September 30, 2014 compared to cash provided of $1.3 million during the same period of 2013. The increased outflows of $3.28 million in 2014 relative to the comparative period is primarily due to $3.5 million in restricted cash being secured to partially pay down the Company's Waterton Loan in the prior year and to an increase in working capital requirement for Ulaan Ovoo's mining activities in Q1 2014.

Investing activities: Cash generated by investing activities was $2.6 million for the nine months ended September 30, 2014, compared to $0.3 million generated in the same period of 2013. During the period, the Company received $4.5 million from the sale of its common shares of Wellgreen Platinum Ltd. (same period 2013 - $0.18 million). Cash used for property and equipment during the nine month period of 2014 was $1.9 million (same period 2013 - $0.5 million) and cash used for mineral property expenditures was $0.04 million (same period 2013 - $1.2 million). During the nine months ended September 30, 2013, the Company sold a Guaranteed Investment Certificate in the amount of $1.6 million.

Financing activities: A total of $0.45 million was used in financing activities during the nine months ended September 30, 2014 compared to cash used of $1.96 million during the same period of 2013. During the nine months ended September 30, 2014, the Company paid $0.28 million towards it's LOC, $0.17 million of interest charges, and settled debt of $0.19 million by issuing common shares of the Company. During the nine months ended September 30, 2013, $1.43 million was received from a private placement and $0.8 million was paid in interest charges related to its Waterton Loan.

Contractual Commitments

Prophecy Coal's commitments related to mineral properties are disclosed in Note 15 to the Annual Financial Statements.

(Expressed in Canadian Dollars)

Capital Risk Management

Prophecy Coal considers its capital structure to consist of share capital, stock options and warrants. Prophecy Coal manages its capital structure and makes adjustments to it based on the funds available to Prophecy Coal, in order to support the acquisition, exploration, and development of mineral properties. The Board of Directors does not establish quantitative returns on capital criteria for management.

The properties, to which Prophecy Coal currently has an interest in, are predominantly in the exploration and development stage; as such, Prophecy Coal is dependent on external financing to fund its activities. In order to carry out the planned exploration and development and pay for administrative costs, Prophecy Coal will spend its existing working capital and raise additional amounts as needed. There were no changes in managements approach to capital management during the nine months ended September 30, 2014. Neither Prophecy Coal nor its subsidiaries are subject to externally imposed capital requirements.

Prophecy Coal's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition, and Guaranteed Investment Certificates with maturities of 365 days of less, all principally held with major Canadian financial institutions.

The Company expects to have sufficient liquidity and capital resources to be able to continue as a going concern for the foreseeable future based on existing capital resources and estimated cash flows from mining operations.

7. CONTINGENCIES

The Company accrues for contingent liabilities when they are probable and the amount payable can be reasonably estimated. As at September 30, 2014 no contingent amounts have been accrued.

8. RELATED PARTY DISCLOSURES

Prophecy Coal had related party transactions with the following companies, related by way of directors and key management personnel:

- Linx Partners Ltd., a private company controlled by John Lee, Director, Interim CEO and Executive Chairman of Prophecy Coal, provides management and consulting services to the Company.

- MaKevCo Consulting Inc., a private company 50% owned by Greg Hall, Director of Prophecy Coal, provides consulting services to the Company.

A summary of related party transactions by related party are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Related parties	2014	2013	2014	2013
Directors and officers	$ 85,506	$ 76,264	$ 263,812	$ 242,518
Linx Partners Ltd.	103,803	105,003	313,809	315,009
MaKevCo Consulting Inc.	10,000	13,100	35,300	52,400
	$ 199,309	$ 194,367	$ 612,921	$ 609,927

(Expressed in Canadian Dollars)

A summary of the transactions by nature among the related parties are as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,	
Related parties		2014	2013	2014	2013
Consulting and management fees	$	9,303 $	16,047 $	36,560 $	37,053
Directors' fees		28,726	44,900	105,771	141,150
Mineral properties		47,250	73,500	141,750	220,500
Property and equipment		47,250	21,000	141,750	63,000
Salaries and benefits		66,780	38,918	187,090	148,223
	$	199,309 $	194,367 $	612,921 $	609,927

As at September 30, 2014, the amount included within accounts payable and accrued liabilities, which was due to related parties totalling $216,978 (December 31, 2013 – $413,278), consisted of amounts owing for directors fees of $25,248 (December 31, 2013 - $129,060), for consulting fees of $19,173 (December 31, 2013 - $84,072), and for management of property, equipment, mineral properties and the power plant project of $172,557 (December 31, 2013 - $200,146).

Transactions between the Company and its subsidiaries are eliminated on consolidation; therefore, they are not disclosed as related party transactions. The amounts due to related parties are non-interest bearing and are due upon demand.

As at September 30, 2014 an estimated amount of $78,364 was due from Wellgreen Platinum, for shared office costs. The Company shared office space, administrative resources and management with Wellgreen Platinum in 2013.

Transactions with related parties have been measured at the fair value of services rendered.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors of the Company.

		Three Months Ended September 30,		Nine Months Ended September 30,	
Key Management Personnel		2014	2013	2014	2013
Salaries and short term benefits	$	88,309 $	141,972 $	266,615 $	464,986
Share-based payments		106,808	34,091	359,701	238,498
	$	195,117 $	176,063 $	626,315 $	703,484

9. CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's consolidated financial statements are prepared in accordance with IFRS as issued by the IASB. Prophecy Coal followed the same accounting policies and methods of computation in the Annual Financial Statements for the nine months ended September 30, 2014. The significant accounting policies applied and recent accounting pronouncements are described in Note 6 to the Company's Annual Financial Statements.

In preparing the condensed consolidated interim financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Areas requiring the use of estimates include the rates of amortization for property and equipment, the useful life and recoverability of long-lived assets, the recoverability of accounts receivable, determination of environmental obligation provision for closure and reclamation, accounts payable and accrued liabilities, the assumptions used in the determination of the fair value of financial instruments and share-based payments, and the determination of the recoverability of deferred income tax assets. Prophecy Coal bases its estimates and assumptions on current and various other factors that it believes to be reasonable under the circumstances. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

(Expressed in Canadian Dollars)

Readers are encouraged to read the significant judgements, estimates and assumptions as described in Note 2 to the Company's Interim Financial Statements.

10. FINANCIAL INSTRUMENTS AND RELATED RISKS

Details of the significant accounting policies and methods adopted for financial instruments for each class of financial assets and financial liability are disclosed in Note 6 to the Annual Financial Statements.

The following table sets forth Prophecy Coal's financial assets that are measured at fair value on a recurring basis by level within the fair value hierarchy. As at September 30, 2014, those financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement.

As at September 30, 2014	Level 1	Level 2	Level 3	Total
Financial assets				
Cash and cash equivalents	$ 662,767	$ -	$ -	$ 662,767
Restricted cash equivalents	34,500	-	-	34,500
Available-for-sale investments	-	-	-	-
	$ 697,267	$ -	$ -	$ 697,267

As at December 31, 2013	Level 1	Level 2	Level 3	Total
Financial assets				
Cash and cash equivalents	$ 507,996	$ -	$ -	$ 507,996
Restricted cash equivalents	34,500	-	-	34,500
Available-for-sale investments	2,295,810	-	-	2,295,810
	$ 2,838,306	$ -	$ -	$ 2,838,306

Related Risks

A description of types of risks that the Company is exposed to and its objectives and policies for managing such risks is included in the Company's MD&A for the year ended December 31, 2013 dated March 28, 2014, which is available on SEDAR at www.SEDAR.com. There have been no changes in the risks, objectives, policies or procedures during the nine months ended September 30, 2014.

11. RISKS AND UNCERTAINTIES

In March 2014, the Canadian federal government imposed certain economic sanctions against Russia and Ukraine, in response to actions by Russia and certain Russian-backed Ukrainian officials in the Crimean peninsula of Ukraine. The limited sanctions imposed on Russia and Ukraine have not impacted the Company's coal sales to, or current business affairs in Russia, nor the Company's ongoing business development efforts in the region. However, the Company is closely monitoring periodic updates issued from the office of Foreign Affairs, Trade and Development Canada as well as developments in Ukraine that may lead to additional trade sanctions that could potentially affect the Company's future sales to, or business dealings with parties in Russia.

The operations of the Company are highly speculative due to the high-risk nature of its business in the mining and exploration industries. Readers should carefully consider the risks and uncertainties described in the Company's Annual Information Form for the year ended December 31, 2013 dated March 28, 2014 (the "**AIF**") "Risk Factors" page 44. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the foregoing risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

12. DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. As a result, even those systems determined to be effective can only provide reasonable assurance regarding the preparation of financial statements.

The Company's management has determined that there has been no change in the Company's internal control over financial reporting during the nine months ended September 30, 2014, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

13. DISCLOSURE OF OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had a total of:

- 251,878,634 common shares outstanding with recorded value of $147,947,292;
- 26,793,750 stock options outstanding with a weighted average exercise price of $0.13. Each stock option is exercisable to purchase one common share of the Company at prices ranging from $0.055 to $0.67 and which expire between May 2015 and October 2019; and
- 15,766,648 share purchase warrants outstanding exercisable to purchase one common share of the Company at any time at prices of $0.055 and $0.18 and which expire between April 2015 and July 2016.

14. OFF-BALANCE SHEET ARRANGEMENTS

During the nine months ended September 30, 2014, Prophecy Coal was not a party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of Prophecy Coal.

Prophecy
Coal Corp.

Condensed Interim Consolidated Financial Statements
Unaudited
For the three and nine month period ended September 30, 2014
(Expressed in Canadian Dollars)

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NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements have been prepared by Management and approved by the Audit Committee. The Company's independent auditors have not performed a review of these condensed interim consolidated financial statements in accordance with the standards established for a review of interim financial statements by an entity's auditors.

PROPHECY COAL CORP.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars) (Unaudited)

As at	Notes		September 30, 2014		December 31, 2013
Assets					
Current assets					
Cash and cash equivalents	5	$	662,767	$	507,996
Receivables			2,286,970		2,648,993
Amount due from related party	11		78,364		78,364
Prepaid expenses			1,204,207		1,278,914
Inventory			2,731,336		1,758,310
Available-for-sale-investments	6		-		2,295,810
			6,963,644		8,568,387
Non-current assets					
Restricted cash equivalents			34,500		34,500
Reclamation deposits			27,554		27,554
Property and equipment	7		9,821,323		10,758,586
Mineral properties	8		15,489,205		15,053,773
		$	32,336,226	$	34,442,800
Liabilities and Equity					
Current liabilities					
Accounts payable & accrued liabilities		$	1,234,223	$	1,432,238
Line of credit facility, current portion	9		1,391,511		1,069,400
			2,625,734		2,501,638
Non-current liabilities					
Provision for closure and reclamation			129,552		129,552
Line of credit facility			-		631,925
			2,755,286		3,263,115
Equity					
Share capital	10		147,947,293		147,680,113
Reserves			20,395,159		19,790,089
Accumulated other comprehensive gain			-		399,271
Deficit			(138,761,512)		(136,689,788)
			29,580,940		31,179,685
		$	32,336,226	$	34,442,800

Approved on behalf of the Board:

"John Lee"
John Lee, Director

"Greg Hall"
Greg Hall, Director

See accompanying notes to the consolidated financial statements.

PROPHECY COAL CORP.
Condensed Interim Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars) (Unaudited)

	Notes	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
General and Administrative Expenses					
Advertising and promotion		$ 12,446	$ 7,606	$ 45,678	$ 119,222
Consulting and management fees		9,303	41,248	42,617	97,653
Depreciation		15,596	19,380	47,794	63,083
Director fees		28,726	44,900	105,771	141,151
Insurance		24,307	44,339	82,005	139,509
Office and administration		37,209	37,290	108,635	73,099
Professional fees		21,793	299,309	148,444	659,332
Salaries and benefits		78,786	204,033	251,052	528,494
Share-based payments	10	104,644	2,005,800	538,158	2,341,299
Stock exchange and shareholder services		30,211	27,193	104,137	96,650
Travel and accommodation		18,869	314	80,729	60,112
Loss Before Other Items		(381,890)	(2,731,414)	(1,555,020)	(4,319,607)
Other Items					
Costs in excess of impaired value	7	(1,090,524)	(657,726)	(3,767,686)	(3,423,286)
Finance costs		-	(390,000)	-	(390,000)
Foreign exchange gain (loss)		216,844	(136,488)	614,775	239,176
Gain on sale of available-for-sale investments	6	254,717	38,243	2,621,630	57,788
Gain on change in value of adjustment warrants		-	146,130	-	146,130
Interest expense		-	(922,441)	-	(2,170,184)
Interest income		3,290	3,014	14,577	27,424
Share of net loss of associate		-	(326,649)	-	(1,199,390)
Deemed disposal loss of investment in associate		-	-	-	(1,122,329)
Loss on disposal of investment in associate		-	(322,934)	-	(322,934)
Net Loss for Period		(997,563)	(5,300,267)	(2,071,724)	(12,477,214)
Fair value gain (loss) on available-for-sale investments		-	(202,149)	-	249,446
Fair value loss on available-for-sale investments of an associate		-	-	-	(3,750)
Comprehensive Loss for Period		$ (997,563)	$ (5,502,416)	$ (2,071,724)	$ (12,231,518)
Loss Per Common Share, basic and diluted		$ (0.00)	$ (0.02)	$ (0.01)	$ (0.05)
Weighted Average Number of Common Shares Outstanding		251,879,733	243,176,495	250,311,088	236,480,098

See accompanying notes to the consolidated financial statements.

PROPHECY COAL CORP.
Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars) (Unaudited)

	Numbers of shares	Share Capital	Reserves	Accumulated Other Comprehensive Gain (Loss)	Deficit	Total
Balance, December 31, 2012	228,400,956	$ 145,796,591	$ 18,577,859	$ -	$ (113,393,634)	$ 50,980,816
Private placement, net of share issue costs	12,525,428	994,596	-	-	-	994,596
Shares issued as financing fees	2,000,000	280,000	-	-	-	280,000
Share-based payments	-	-	2,203,910	-	-	2,203,910
Share bonus to personnel	258,542	33,610	174,688	-	-	208,298
Loss for the period	-	-	-	-	(12,477,214)	(12,477,214)
Unrealized gain (loss) on available for-sale investments	-	-	-	249,446	-	249,446
Fair value loss on available-for-sale-investments of an associate	-	-	-	(3,750)	-	(3,750)
Balance, September 30, 2013	243,184,926	147,104,798	20,956,457	245,696	(125,870,846)	42,436,104
Balance, December 31, 2013	248,373,819	147,680,113	19,790,089	399,271	(136,689,788)	31,179,685
Share-based payments	-	-	605,070	-	-	605,070
Share bonus to personnel	963,750	76,600	-	-	-	76,600
Debt settlement	2,541,065	190,580	-	-	-	190,580
Loss for the period	-	-	-	-	(2,071,724)	(2,071,724)
Sale of available-for-sale investments	-	-	-	(399,271)	-	(399,271)
Balance, September 30, 2014	251,878,634	$ 147,947,293	$ 20,395,159	$ -	$ (138,761,512)	$ 29,580,940

See accompanying notes to the consolidated financial statements.

PROPHECY COAL CORP.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars) (Unaudited)

	Nine Months Ended September 30 2014	2013
Operating Activities		
Net loss for the period	$ (2,071,724)	$ (12,477,214)
Adjustments to reconcile net loss to net cash flows:		
Depreciation	47,794	63,083
Share-based payments	538,158	2,341,299
Share of loss of an associate	-	1,199,390
Costs in excess of impaired value	3,767,686	3,423,286
Gain on sale of available-for-sale investments	(2,621,630)	(57,788)
Change in value of adjustment warrants	-	(146,130)
Loss on disposal of investment in associate	-	322,934
Finance costs	-	390,000
Interest costs	-	1,910,184
Interest income	(14,577)	(27,424)
	(354,293)	(3,058,384)
Working capital adjustments		
Receivables	589,998	(172,952)
Prepaid expenses	74,707	259,097
Inventory	(973,026)	798,045
Accounts payable and accrued liabilities	(1,320,070)	(32,490)
Restricted cash	-	3,500,000
	(1,628,392)	4,351,700
Cash (Used in) Provided by Operating Activities	(1,982,684)	1,293,316
Investing Activities		
Acquisition of property and equipment	(1,877,369)	(533,605)
Mineral property expenditures	(35,228)	(1,190,292)
Interest received from short term investment	-	27,424
Investment in associate acquisition	-	(140,000)
Investment in associate, proceeds from disposal	-	326,425
Proceeds from sale of available-for-sale investments	4,532,746	175,721
Sale of Guaranteed Investment Certificate	-	1,607,500
Cash Provided by Investing Activities	2,620,148	273,173
Financing Activities		
Deemed disposal loss of associate	-	1,122,329
Credit facility paid	(277,315)	-
Interest paid	(172,878)	(766,113)
Repayment of loan	-	(3,750,000)
Shares issued, net of share issuance costs	-	1,432,986
Cash Used in Financing Activities	(450,193)	(1,960,798)
Net (Decrease) Increase in cash and cash equivalents	187,271	(394,309)
Net foreign exchange difference	(32,500)	(2,324)
Cash and Cash Equivalents - beginning of period	507,996	768,831
Cash and Cash Equivalents - end of period	$ 662,767	$ 372,198

Supplemental cash flow information (Note 14)

See accompanying notes to the consolidated financial statements.

1. NATURE OF BUSINESS

Prophecy Coal Corp. ("**Prophecy Coal**" or the "**Company**") is incorporated under the laws of the Province of British Columbia, Canada and maintains its head office at 2nd floor, 342 Water Street, Vancouver, B.C., Canada, V6B 1B6. The Company's focus is on the acquisition, exploration and development of coal properties and the development of its Chandgana Power Plant project in Mongolia. The Company's common shares are listed for trading on the Toronto Stock Exchange ("**TSX**") under the symbol "PCY".

The Company's continued operations, existence and recoverability of the carrying value of mineral properties, and property and equipment is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of stable and profitable operations at the Ulaan Ovoo property, the ability of the Company to raise additional sources of funding, develop the Chandgana Power Plant project including coal feed, control costs of production, and receive the required market price levels for coal, and/or, alternatively, upon the Company's ability to dispose of some or all of its interests on an advantageous basis.

Based on existing capital resources and estimated cash flows from mining operations, the Board of Directors has determined that the Company will be able to continue as a going concern for the foreseeable future and realize its assets and discharge its liabilities and commitments in the normal course of business, and therefore, these consolidated financial statements have been prepared on a going concern basis and do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PREPARATION

Statement of compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting. They do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's Annual Financial Statements as at and for the year ended December 31, 2013. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at and for the year ended December 31, 2013.

These unaudited condensed interim consolidated financial statements were approved and authorized for issue by the Audit Committee on November 12, 2014.

Judgments and estimates

In preparing these interim financial statements, management makes judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Annual Financial Statements as at and for the year ended December 31, 2013.

(Expressed in Canadian Dollars) (Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the accounting policies applied in these interim financial statements are the same as those applied in the Company's Annual Financial Statements as at and for the year ended December 31, 2013. The following changes in accounting policies are also expected to be reflected in the Company's consolidated financial statements as at and for the year ending December 31, 2014.

Changes in accounting policies

The Company has adopted the following new standards and amendments to standards, including any consequential amendments to other standards, with a date of initial application of January 1, 2014:

IFRS 10, IFRS 12 and IAS 27 (2011) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) – Investment Entities
IAS 32 Amendments	Amendments to IAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities
IAS 39 Amendments	Amendments to IAS 39 Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting
IFRIC 21	Levies

These adoptions did not have a material impact on the Company's unaudited condensed interim consolidated financial statements.

4. SEGMENTED INFORMATION

The Company operates in one operating segment, being the acquisition, exploration and development of mineral properties. Geographic segmentation of Prophecy Coal's assets is as follows:

	September 30, 2014		
	Canada	Mongolia	Total
Reclamation deposits	$ 6,500	$ 21,054	$ 27,554
Property and equipment	146,760	9,674,563	9,821,323
Mineral properties	2,248,534	13,240,671	15,489,205
	$ 2,401,794	$ 22,936,288	$ 25,338,082

	December 31, 2013		
	Canada	Mongolia	Total
Reclamation deposits	$ 6,500	$ 21,054	$ 27,554
Property and equipment	190,135	10,568,451	10,758,586
Mineral properties	2,203,794	12,849,979	15,053,773
	$ 2,400,429	$ 23,439,484	$ 25,839,913

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents of Prophecy Coal are comprised of bank balances and short-term money market instruments with original maturities of three months or less. The carrying amounts of cash and cash equivalents approximate fair value. Prophecy Coal's cash and cash equivalents are denominated in the following currencies:

		September 30, 2014		December 31, 2013
Denominated in Canadian dollars	$	378,569	$	259,411
Denominated in US dollars		35,973		1,777
Denominated in Mongolian tugriks		248,225		246,808
	$	662,767	$	507,996

Restricted Cash Equivalents

A guaranteed investment certificate of $34,500 has been pledged as collateral for the Company's credit card.

6. AVAILABLE FOR SALE INVESTMENTS

Available-for-sale investments consisted of investments in common shares of Wellgreen Platinum Ltd. ("**Wellgreen Platinum**"), and therefore had no fixed maturity date or coupon rate. The fair value of the listed available-for-sale investments were determined directly by reference to published price quotations in an active market.

The Company's activity in its available-for-sale investment for the nine months ended September 30, 2014 and the year ended December 31, 2013 was as follows:

		September 30 , 2014		December 31 , 2013
Investment in Wellgreen Platinum Ltd.				
Opening balance	$	2,295,810	$	25,118,910
Deemed disposal loss of associate		-		(1,264,472)
Share of net loss of associate		-		(1,397,252)
Acquisitions		1,382,789		140,000
Disposals to market		(3,279,328)		(625,222)
Settlement of debt		-		(474,699)
Private sale		-		(19,596,976)
Fair value loss on available-for-sale investments of an associate		-		(3,750)
Net gain/(loss) transferred to equity		(399,271)		399,271
	$	-	$	2,295,810

Pursuant to the plan of arrangement and consolidation in share capital in the acquisition of Wellgreen Platinum shares in June 2011, each option and warrant holder of Prophecy Coal as at June 9, 2011 will, upon the exercise of their Prophecy Coal options and warrants, ("**June 9, 2011 Options and Warrants**") receive 0.094758 of a Wellgreen Platinum common share, in addition to one common share of Prophecy Coal for each whole option or warrant of Prophecy Coal held and exercised. Any Wellgreen Platinum shares held in-trust, but not delivered, due to the expiry of unexercised June 9, 2011 Options and Warrants, shall be returned to Prophecy Coal.

6. AVAILABLE FOR SALE INVESTMENTS (cont'd...)

During the nine months ended September 30, 2014, a total of 1,981,367 of Wellgreen Platinum's reserved held in-trust common shares were released back to the Company due to the forfeiture and expiry of applicable June 9, 2011 Options and Warrants. During the period ended September 30, 2014, the Company sold a total of 5,308,628 Wellgreen Platinum's common shares for net proceeds of $4,532,746 and a realized gain of $2,621,630.

As at September 30, 2014, the Company held reserved in-trust, 335,265 (December 31, 2013-2,316,634) Wellgreen Platinum common shares contingent upon exercise of these June 9, 2011 Options and Warrants.

(Expressed in Canadian Dollars) (Unaudited)

6. PROPERTY AND EQUIPMENT

	Computer Equipment	Furniture & Equipment	Vehicles	Computer Software	Leasehold Improvements	Ulaan Ovoo Mining Equipment	Ulaan Ovoo Deferred Exploration	Total
Cost								
Balance, December 31, 2012	$ 176,192	$ 377,701	$ 786,946	$ 196,707	$ 172,818	$ 14,459,112	$ 2,000,000	$ 18,169,476
Additions/(disposals)	(4,642)	(5,156)	11,653	(153)	-	612,388	7,970,277	8,584,367
Sale of coal	-	-	-	-	-	-	(3,253,283)	(3,253,283)
Equipment rental revenue	-	-	-	-	-	-	(1,338,003)	(1,338,003)
Costs in excess of impaired value	-	-	-	-	-	-	(3,378,991)	(3,378,991)
Balance, December 31, 2013	$ 171,550	$ 372,545	$ 798,599	$ 196,554	$ 172,818	$ 15,071,500	$ 2,000,000	$ 18,783,567
Accumulated depreciation								
Balance, December 31, 2012	80,515	135,451	288,488	120,433	58,145	4,557,103	-	5,240,135
Depreciation for period	19,357	38,564	116,099	10,895	34,564	2,565,366	1,032,548	3,817,393
Costs in excess of impaired value	-	-	-	-	-	-	(1,032,548)	(1,032,548)
Balance, December 31, 2013	$ 99,872	$ 174,015	$ 404,587	$ 131,328	$ 92,709	$ 7,122,469	$ -	$ 8,024,980
Carrying amount								
At December 31, 2012	$ 95,677	$ 242,250	$ 498,458	$ 76,274	$ 114,673	$ 9,902,009	$ 2,000,000	$ 12,929,342
At December 31, 2013	$ 71,678	$ 198,530	$ 394,012	$ 65,226	$ 80,109	$ 7,949,031	$ 2,000,000	$ 10,758,586
Cost								
Balance, December 31, 2013	$ 171,550	$ 372,545	$ 798,599	$ 196,554	$ 172,818	$ 15,071,500	$ 2,000,000	$ 18,783,566
Additions/(disposals)	(15,753)	44,022	(11,291)	1,259	-	484,097	7,387,444	7,889,778
Sale of coal	-	-	-	-	-	-	(2,669,685)	(2,669,685)
Costs in excess of impaired value	-	-	-	-	-	-	(4,717,759)	(4,717,759)
Balance, September 30, 2014	$ 155,797	$ 416,567	$ 787,308	$ 197,813	$ 172,818	$ 15,555,597	$ 2,000,000	$ 19,285,900
Accumulated depreciation								
Balance, December 31, 2013	99,872	174,015	404,587	131,328	92,709	7,122,469	-	8,024,980
Depreciation for period	11,944	25,455	56,925	3,447	24,213	1,317,612	950,073	2,389,670
Costs in excess of impaired value	-	-	-	-	-	-	(950,073)	(950,073)
Balance, September 30, 2014	$ 111,816	$ 199,470	$ 461,512	$ 134,775	$ 116,922	$ 8,440,081	$ -	$ 9,464,576
Carrying amount								
At December 31, 2013	$ 71,678	$ 198,530	$ 394,012	$ 65,226	$ 80,109	$ 7,949,031	$ 2,000,000	$ 10,758,586
At September 30, 2014	$ 43,981	$ 217,097	$ 325,796	$ 63,038	$ 55,896	$ 7,115,516	$ 2,000,000	$ 9,821,323

7. PROPERTY AND EQUIPMENT (cont'd...)

Ulaan Ovoo Property

In November 2005, Prophecy Coal entered into a letter of intent with Ochir LLC that set out the terms to acquire a 100% interest in the Ulaan Ovoo coal property. The Ulaan Ovoo property is located in Selenge province, Mongolia. It is held by Ochir LLC under a transferable, 55-year mining license with a 45-year option for extension granted by the Government of Mongolia. The purchase price for the 100% interest, together with all equipment, buildings, and other facilities assembled and constructed at the property, was US $9,600,000. Under the terms of the agreement, Ochir LLC retained a 2% net smelter return royalty ("**NSR**").

In November 2006, Prophecy Coal entered into an agreement with a private Mongolian corporation to purchase 100% title and interest in five mineral licenses including licenses that are contiguous and entirely surrounding the Ulaan Ovoo coal property. The aggregate purchase price for the licenses was US $400,000. Under the terms of the agreement the vendor retained a 2% NSR. A finder's fee of 58,500 common shares of Prophecy Coal was issued to a third party on the acquisition.

In March 2010, Prophecy Coal was granted an option to purchase a 2% NSR on the Ulaan Ovoo coal property from Dunview Services Ltd., a private British Virgin Islands company, with a cash payment of US $130,000 and issuance of 2,000,000 common shares of Prophecy Coal. In April 2010, Prophecy Coal exercised the option and a total of $1,570,000 was capitalized as acquisition costs of the property.

On November 9, 2010, Prophecy Coal received a mining permit from the Mongolian Ministry of Mineral Resources and Energy for the Ulaan Ovoo coal property. During the year ended December 31, 2010, Prophecy Coal had reached technical feasibility, commenced development, and achieved some pre-commercial production, and accordingly reclassified mineral property costs to Property and Equipment.

Pre-commercial operations for the period from commencement in November 2010 until September 30, 2014, along with project exploration and development costs are capitalized within the category Ulaan Ovoo deferred exploration costs within property and equipment. Coal sales revenue and associated costs to deliver the coal have been recorded against deferred exploration, within property and equipment.

During the nine months ended September 30, 2014, the Company incurred expenditures on the Ulaan Ovoo coal property, classified as costs in excess of impaired value, amounting to $3,767,686 which is reflected on the consolidated statement of operations and comprehensive loss. As there were no benchmark or market changes from January 1, 2014 to September 30, 2014, the impaired value for Ulaan Ovoo within property and equipment, remains unchanged at a balance of $2,000,000. The ending coal stockpile inventory value at September 30, 2014 was $2.73 million ($1.76 million at December 31, 2013).

(Expressed in Canadian Dollars) (Unaudited)

8. MINERAL PROPERTIES

	Chandgana Tal	Chandgana Khavtgai	Titan	Okeover, others	Total
Balance, December 31, 2012	$ 8,624,130	$ 2,603,986	$ 750,628	$ 1,409,138	$ 13,387,882
Additions:					
Acquisition cost	-	-	-	-	-
Deferred exploration costs:					
Licenses, leases, and power plant application	792,392	161,224	-	4,853	958,469
Geological core, engineering, and consulting	271,683	515	-	30,580	302,778
Camp and general	285,967	110,082	-	8,595	404,644
	1,350,042	271,821	-	44,028	1,665,890
Balance, December 31, 2013	$ 9,974,172	$ 2,875,807	$ 750,628	$ 1,453,166	$ 15,053,772
Additions:					
Acquisition cost	-	-	-	-	-
Deferred exploration costs:					
Licenses, leases, and power plant application	263,656	17,250	1,048	5,864	287,819
Geological core, engineering, and consulting	17,420	-	3,629	30,910	51,959
Camp and general	81,403	10,963	1,500	1,789	95,655
	362,479	28,213	6,177	38,563	435,433
Balance, September 30, 2014	$ 10,336,651	$ 2,904,020	$ 756,805	$ 1,491,729	$ 15,489,205

8. MINERAL PROPERTIES (cont'd...)

a) Chandgana Tal Property, Mongolia

In March 2006, the Company acquired a 100% interest in the Chandgana Tal property, a coal exploration property consisting of two exploration licenses located in the northeast part of the Nyalga coal basin, approximately 290 kilometers east of Ulaan Bataar, Mongolia, by cash payment of US $400,000 and the issuance of 250,000 shares of the Company valued at $1.20 per share. A total of $814,334, which included a finder's fee of 50,000 shares of the Company issued to a third party, was capitalized as acquisition costs of the Chandgana Tal property.

In March 2011, the Company obtained a mine permit from Ministry of Mineral Resources and Energy for the Chandgana Tal coal project.

b) Chandgana Khavtgai Property, Mongolia

In 2007, the Company acquired a 100% interest in the Chandgana Khavtgai property, a coal exploration property consisting of one license located in the northeast part of the Nyalga coal basin by cash payment of US $570,000. A total of $589,053 was capitalized as acquisition costs of the Chandgana Khavtgai property.

c) Titan Property, Ontario, Canada

The Company has an 80% interest in the Titan property, a vanadium-titanium-iron project located in Ontario, Canada.

In January 2010, the Company entered into an option agreement with Randsburg International Gold Corp. ("**Randsburg**") whereby the Company had the right to acquire an 80% interest in the Titan property by paying Randsburg an aggregate of $500,000 (paid), and by incurring exploration expenditures of $200,000 by December 31, 2010. Pursuant to the option agreement, Randsburg has the option to sell the remaining 20% interest in the Titan property to the Company for $150,000 cash or 400,000 shares of the Company. The Titan property is subject to a 3% NSR that may be purchased for $20,000.

On June 30, 2011, the Company paid Randsburg the balance of unexpended amount of $114,742 according to the terms of an amended agreement with Randsburg signed on June 30, 2011.

d) Okeover Property, British Columbia, Canada

The Company has a 60% interest in the Okeover property, a copper-molybdenum project in the Vancouver Mining Division of southwestern British Columbia, Canada.

A total of $1,246,890 was capitalized as the acquisition costs of Okeover.

(Expressed in Canadian Dollars) (Unaudited)

9. LINE OF CREDIT FACILITY

In October 2013, Prophecy Coal's wholly-owned Mongolian subsidiary, Red Hill Mongolia LLC ("**Red Hill**") arranged a line of credit for US $1,500,000 ("**LOC**") with the Trade and Development Bank. The line of credit has a 1.5 year term, with the option of extending it, and bears interest at 15% per annum and a commitment rate of 2% per annum payable monthly. The funds will be used for working capital. The credit facility is collateralized by certain equipment and certain mineral and exploration licences. Pursuant to the LOC agreement, Red Hill was scheduled to pay a fixed amount of US $125,000 monthly against the principal starting May 2014.

On June 30, 2014, Red Hill amended the line of credit agreement by extending the maturity date by four months and the repayment schedule of the remaining principal of $1,250,000 commencing November 2, 2014, broken down as follows:

November and December 2014	Monthly payment of US $150,000
January 2015 to March 2015	Monthly payment of US $150,000
April 2015 to August 2015	Monthly payment of US $100,000

Accordingly, the Company has classified $1,391,511 as the current portion of the LOC payable on its statement of financial position. For the nine months ended September 30, 2014, Red Hill recorded interest expense in the amount of $172,878 which has been capitalized to property and equipment.

10. SHARE CAPITAL

(a) Authorized

The authorized share capital consists of an unlimited number of common shares without par value. There are no authorized preferred shares. At September 30, 2014, the Company had 251,878,634 (December 31, 2013 – 248,373,819) common shares issued and outstanding.

(b) Equity issuances

On January 7, 2014, the Company issued a second tranche of 1,013,750 common shares at a price of $0.08 related to its 2012 share bonus to certain employees, directors, officers, and consultants of the Company. As at September 30, 2014, the Company recorded $76,600 as share bonus expense to personnel. On July 3, 2014, 50,000 common shares of the Company were returned to treasury.

On June 19, 2014, the Company issued 2,541,065 units ("**Debt Settlement Units**") as payment for outstanding debt owing by the Company to some of the Company's directors, officers, employees and consultants at a deemed price of $0.075 per Debt Settlement Unit. Each Debt Settlement Unit is comprised of one common share of the Company and one share purchase warrant of the Company entitling the holder thereof to purchase, upon exercise of a warrant, one additional common share at a price of $0.10 per common share for a period of two years from the date of issuance of the Debt Settlement Units.

(Expressed in Canadian Dollars) (Unaudited)

10. SHARE CAPITAL (cont'd...)

(c) Equity-based compensation plans

The Company has two equity-based compensation plans in place: (i) a 20% rolling stock option plan that was approved by the Company's shareholders on July 30, 2013 (the "**2013 Option Plan**"); and (ii) a share-based compensation plan ("**Share-Based Compensation Plan**") which provides for the granting of stock options, bonus shares and stock appreciation rights and which was approved by the Company's disinterested shareholders on June 19, 2014. Since the implementation of the Share-Based Compensation Plan, the 2013 Option Plan has remained in force and effect solely to govern the stock options previously granted under the 2013 Option Plan. All stock options and other share-based awards granted by the Company, or to be granted by the Company, since the implementation of the Share-Based Compensation Plan will be issued under, and governed by, the terms and conditions of the Share-Based Compensation Plan.

Subject to the adjustment provisions provided for in the Share-Based Compensation Plan and the applicable rules of the TSX, the aggregate number of common shares issuable under the Share-Based Compensation Plan, plus the aggregate number of common shares issuable pursuant to the exercise of outstanding stock options granted under the 2013 Option Plan, must not exceed 50,080,263, being 20% of the total issued and outstanding common shares of the Company [as of June 19, 2014].

During the nine months ended September 30, 2014, the Company granted 13,435,000 stock options to directors, officers, employees and consultants at exercise prices ranging from $0.065 to $0.105 with expiry dates ranging from January 9, 2019 to May 1, 2019.

On June 30, 2014, the Company also modified 2,668,750 stock options granted to various consultants, former directors and former officers of the Company to replace an equivalent number of June 9, 2011 Options and Warrants which they voluntarily surrendered in June 2014. The modified stock options vest immediately and are exercisable at $0.055 per share until December 31, 2015. The incremental fair value of these modified options determined using the Black-Scholes option pricing model was $42,676 and was recorded as share based payment expense during the nine months ended September 30, 2014.

The following is a summary of the changes in Prophecy Coal's stock options from December 31, 2012 to September 30, 2014:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2013	31,565,550	$0.26
Granted	13,435,000	$0.08
Expired	(1,231,800)	$0.24
Forfeited	(14,980,000)	$0.29
Cancelled	(2,095,000)	$0.05
Outstanding, September 30, 2014	26,693,750	$0.13
Options exercisable on September 30, 2014	17,303,750	$0.13

(Expressed in Canadian Dollars) (Unaudited)

10. SHARE CAPITAL (cont'd...)

As of September 30, 2014, the following Prophecy Coal stock options were outstanding:

September 30, 2014		December 31, 2013		Expiry	At September 30, 2014	
Exercise Price	Options Outstanding	Exercise Price	Options Outstanding	Date	Exercisable	Unvested
						-
$ 0.055	2,468,750	$ -	-	December 31, 2015	2,468,750	-
$ 0.065	7,135,000	$ -	-	May 1, 2019	4,020,000	3,115,000
$ 0.08	250,000	$ -	-	January 9, 2019	62,500	187,500
$ 0.10	500,000	$ -	-	February 3, 2019	125,000	375,000
$ 0.11	5,150,000	$ -	-	January 27, 2019	1,287,500	3,862,500
$ 0.12	3,450,000	$ 0.12	3,900,000	August 16, 2018	1,725,000	1,725,000
$ 0.13	250,000	$ 0.13	250,000	July 22, 2018	125,000	125,000
$ 0.18	375,000	$ 0.18	375,000	September 24, 2017	375,000	-
$ 0.18	230,000	$ 0.18	230,000	August 16, 2017	230,000	-
$ 0.18	3,654,167	$ 0.18	3,804,167	August 22, 2017	3,654,167	-
$ 0.25	-	$ 0.25	975,000	October 29, 2014	-	-
$ 0.25	10,000	$ 0.25	10,000	June 1, 2017	10,000	-
$ 0.28	2,450,000	$ 0.28	3,050,000	June 18, 2017	2,450,000	-
$ 0.28	-	$ 0.38	200,000	November 30, 2014	-	-
$ 0.28	-	$ 0.28	1,056,800	January 23, 2014	-	-
$ 0.28	-	$ 0.28	281,250	January 29, 2015	-	-
$ 0.28	25,000	$ 0.28	525,000	September 21, 2015	25,000	-
$ 0.28	-	$ 0.28	350,000	March 10, 2015	-	-
$ 0.28	-	$ 0.28	175,000	July 17, 2014	-	-
$ 0.28	-	$ 0.28	65,000	September 21, 2014	-	-
$ 0.28	50,000	$ 0.28	1,340,000	May 10, 2015	50,000	-
$ 0.28	-	$ 0.28	75,000	October 15, 2015	-	-
$ 0.28	445,833	$ 0.28	2,050,000	December 24, 2015	445,833	-
$ 0.28	-	$ 0.28	9,000,000	December 10, 2015	-	-
$ 0.28	50,000	$ 0.28	75,000	April 30, 2015	50,000	-
$ 0.28	-	$ 0.28	100,000	September 23, 2015	-	-
$ 0.28	-	$ 0.28	120,000	January 4, 2016	-	-
$ 0.28	-	$ 0.28	2,170,833	December 24, 2015	-	-
$ 0.28	-	$ 0.28	50,000	January 6, 2016	-	-
$ 0.28	100,000	$ 0.28	100,000	February 14, 2016	100,000	-
$ 0.40	-	$ 0.40	100,000	January 29, 2015	-	-
$ 0.54	-	$ 0.54	125,000	September 21, 2015	-	-
$ 0.67	100,000	$ 0.67	262,500	May 10, 2015	100,000	-
$ 0.67	-	$ 0.67	100,000	October 15, 2015	-	-
$ 0.77	-	$ 0.77	50,000	December 24, 2015	-	-
$ 0.80	-	$ 0.80	400,000	April 30, 2015	-	-
$ 0.93	-	$ 0.93	50,000	December 24, 2015	-	-
$ 1.03	-	$ 1.03	150,000	March 24, 2015	-	-
	26,693,750		31,565,550		17,303,750	9,390,000

(Expressed in Canadian Dollars) (Unaudited)

10. SHARE CAPITAL (cont'd...)

At September 30, 2014, the Company had 17,303,750 exercisable stock options outstanding (December 31, 2013 – 24,199,717).

The fair value of stock options granted are recorded using the Black Scholes model. Share-based payment expenses resulting from stock options are amortized over the corresponding vesting periods. During the nine months ended September 30, 2014, the share-based payment expenses were calculated using the following weighted average assumptions:

	Nine months ended September 30, 2014	
	2014	2013
Risk-free interest rate	1.67%	1.54%
Expected life of options in years	4.35 years	3.92 years
Expected volatility	84.0%	92.2%
Expected dividend yield	Nil	Nil
Expected forfeiture rate	12%	12%

The expected volatility used in the Black-Scholes option pricing model is based on the historical volatility of the Company shares. The weighted average fair-value of options granted during the nine months ended September 30, 2014 was $0.05 (September 30, 2014 - $0.09).

Share-based payments are allocated between being either capitalized to property and equipment where related to Ulaan Ovoo, to deferred exploration costs where related to other mineral properties, or expensed as general and administrative expenses where otherwise related to the general operations of the Company. For the nine months ended September 30, 2014 and 2013, share-based payments were allocated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Consolidated Statement of Operations				
Share based payments	$ 104,644	$ 2,005,800	$ 538,158	$ 2,341,299
	104,644	2,005,800	538,158	2,341,299
Consolidated Statement of Financial Position				
Ulaan Ovoo exploration	22,052	5,575	94,709	56,117
Power Plant application	13,466	1,049	48,803	14,792
	35,518	6,624	143,512	70,909
Total share-based payments	$ 140,162	$ 2,012,424	$ 681,670	$ 2,412,208

(d) Share purchase warrants

On July 7, 2014 the Company announced an amendment of the terms of 1,064,215 share purchase warrants (the "**Old Warrants**") of the Company held by various investors that were originally issued pursuant to a private placement of 3,831,511 units which closed on October 28, 2010, expiring October 28, 2015 with an exercise price of $0.18 and had a right to purchase a fraction of a share of Wellgreen Platinum attached.

(Expressed in Canadian Dollars) (Unaudited)

10. SHARE CAPITAL (cont'd...)

The Old Warrants were voluntarily surrendered by holders in June 2014. The Company replaced the Old Warrants by issuing an equivalent number of new warrants to these holders at an exercise price of $0.055, and no longer have a right to purchase a fraction of Wellgreen Platinum shares attached. The incremental fair value of $34,016 of the modified warrants was determined using the Black-Scholes option pricing model.

The following is a summary of the changes in the Company's share purchase warrants from December 31, 2012 to September 30, 2014:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2012	10,339,926	$0.57
Issued	9,394,072	$0.18
Expired	(6,508,415)	$0.80
Outstanding, December 31, 2013	13,225,583	$0.18
Issued	2,541,065	$0.10
Outstanding, September 30, 2014	15,766,648	$0.17

As at September 30, 2014 and December 31, 2013, the following Prophecy Coal warrants were outstanding:

Exercise price	Number of Warrants		Expiry date
	At September 30, 2014	At December 31, 2013	
$0.18	3,286,929	3,286,929	April 11, 2015
$0.18	6,107,143	6,107,143	June 4, 2015
$0.18	2,767,296	3,831,511	October 28, 2015
$0.055	1,064,215	-	October 28, 2015
$0.10	2,541,065	-	June 19, 2016
	15,766,648	13,225,583	

11. RELATED PARTY DISCLOSURES

Prophecy Coal had related party transactions with the following companies, related by way of directors and key management personnel:

- Linx Partners Ltd., a private company controlled by John Lee, Director, Interim CEO and Executive Chairman of Prophecy Coal, provides management and consulting services to the Company.

- MaKevCo Consulting Inc., a private company 50% owned by Greg Hall, Director of Prophecy Coal, provides consulting services to the Company.

(Expressed in Canadian Dollars) (Unaudited)

11. RELATED PARTY DISCLOSURES (cont'd...)

A summary of related party transactions by related party are as follows:

		Three Months Ended September 30,			Nine Months Ended September 30,
Related parties		2014	2013	2014	2013
Directors and officers	$	85,506	$ 76,264	$ 263,812	$ 242,518
Linx Partners Ltd.		103,803	105,003	313,809	315,009
MaKevCo Consulting Inc.		10,000	13,100	35,300	52,400
	$	199,309	$ 194,367	$ 612,921	$ 609,927

A summary of the transactions by nature among the related parties are as follows:

		Three Months Ended September 30,			Nine Months Ended September 30,
Related parties		2014	2013	2014	2013
Consulting and management fees	$	9,303	$ 16,047	$ 36,560	$ 37,053
Directors' fees		28,726	44,900	105,771	141,150
Mineral properties		47,250	73,500	141,750	220,500
Property and equipment		47,250	21,000	141,750	63,000
Salaries and benefits		66,780	38,918	187,090	148,223
	$	199,309	$ 194,367	$ 612,921	$ 609,927

As at September 30, 2014, the amount included within accounts payable and accrued liabilities, which was due to related parties totalling $216,978 (December 31, 2013 – $413,278), consisted of amounts owing for directors fees of $25,248 (December 31, 2013 - $129,060), for consulting fees of $19,173 (December 31, 2013 - $84,072), and for management of property, equipment, mineral properties and the power plant project of $172,557 (December 31, 2013 - $200,146).

Transactions between the Company and its subsidiaries are eliminated on consolidation therefore they are not disclosed as related party transactions. The amounts due to related parties are non-interest bearing and are due upon demand.

As at September 30, 2014 an estimated amount of $78,364 was due from Wellgreen Platinum, for shared office costs. The Company shared office space, administrative resources and management with Wellgreen Platinum in 2013.

12. KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors of the Company.

		Three Months Ended September 30,			Nine Months Ended September 30,
Key Management Personnel		2014	2013	2014	2013
Salaries and short term benefits	$	88,309	$ 141,972	$ 266,615	$ 464,986
Share-based payments		106,808	34,091	359,701	238,498
	$	195,117	$ 176,063	$ 626,316	$ 703,484

(Expressed in Canadian Dollars) (Unaudited)

13. FAIR VALUE MEASUREMENTS AND FINANCIAL INSTRUMENTS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Prophecy Coal utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means; and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The following table sets forth Prophecy Coal's financial assets measured at fair value by level within the fair value hierarchy:

As at September 30, 2014	Level 1	Level 2	Level 3	Total
Financial assets				
Cash and cash equivalents	$ 662,767	$ -	$ -	$ 662,767
Restricted cash equivalents	34,500	-	-	34,500
Available-for-sale investments	-	-	-	-
	$ 697,267	$ -	$ -	$ 697,267

As at December 31, 2013	Level 1	Level 2	Level 3	Total
Financial assets				
Cash and cash equivalents	$ 507,996	$ -	$ -	$ 507,996
Restricted cash equivalents	34,500	-	-	34,500
Available-for-sale investments	2,295,810	-	-	2,295,810
	$ 2,838,306	$ -	$ -	$ 2,838,306

The Company considers that the carrying amount of all its financial assets and financial liabilities measure at amortized cost approximates their fair value. The Company does not offset financial assets with financial liabilities. There were no transfers between Level 1, 2 and 3 for the nine months ended September 30, 2014.

(Expressed in Canadian Dollars) (Unaudited)

13. FAIR VALUE MEASUREMENTS AND FINANCIAL INSTRUMENTS (cont'd...)

Categories of financial instruments

The Company's financial assets and financial liabilities are categorized as follows:

	As at September 30, 2014	As at December 31, 2013
Fair value through profit or loss		
Cash and cash equivalents	$ 662,767	$ 507,996
Restricted cash equivalents	34,500	34,500
Loans and receivables		
Trade receivable	227,975	679,738
VAT receivable	1,711,858	1,813,502
Due from related party	78,364	78,364
Available-for-sale investments	-	2,295,810
	$ 2,715,464	$ 5,409,910
Other financial liabilities		
Accounts payable and accrued liabilities	$ 1,234,223	$ 1,432,238
Line of credit facility, current portion	1,391,511	1,069,400
	$ 2,625,734	$ 2,501,638

14. SUPPLEMENTAL CASH FLOW INFORMATION

	Nine Months Ended September 30, 2014	2013
Supplementary information		
Interest paid	$ 172,878	$ 766,113
Non-Cash Financing and Investing Activities		
Shares issued as financing fees	$ -	$ 280,000
Share bonuses to personnel	$ 76,600	$ -
Debt settlement via issuance of shares	$ 190,581	$ -
Capitalized depreciation of fixed assets	$ 1,393,603	$ 3,221,109
Property & equipment expenditures included in accounts payable	$ 961,236	$ 503,827
Mineral property expenditures included in accounts payable	$ 351,401	$ 148,472
Share-based payments capitalized in property and equipment	$ 94,709	$ 56,117
Share-based payments capitalized in mineral properties	$ 48,803	$ 14,792

15. COMMITMENTS

Commitments, not disclosed elsewhere in these interim financial statements, are as follows:

Office rental commitments Year	Amount
2014	$ 27,812
2015	63,641
2016	21,214
	$ 112,667

16. CONTINGENCIES

The Company accrues for contingent liabilities when they are probable and the amount payable can be reasonably estimated. As at September 30, 2014, no contingent amounts have been accrued.

17. EVENTS AFTER THE REPORTING DATE

- On August 18, 2014, the Company announced that it has entered into binding agreements with Cosmo Coal LLC ("**Cosmo**") to:

  1. Consolidate the assets of the Company's wholly-owned subsidiary, Chandgana Coal LLC ("**Chandgana Coal**") with the assets of Tugalgatai Mining LLC ("**Tugalgatai**"), which is a wholly-owned subsidiary of Cosmo, into: Chandgana Tugalgatai Coal LLC, a newly-incorporated Mongolian company of which, the Company will own 51% and Cosmo will own 49%.

  2. Transfer, for nominal consideration, 34% of the issued and outstanding shares of Prophecy's wholly-owned subsidiary, Prophecy Power Generation LLC to Cosmo.

  3. Accept Cosmo's nomination of one new member to Prophecy Coal's Board of Directors.

  Tugalgatai holds two mining licenses of Tugalgatai properties adjacent to Chandgana Coal properties. The coal resources covered by the respective licenses are contained in the Nyalga Coal Basin located in Khentii Province in the central Mongolia.

Management anticipates completing the consolidation of Chandgana Coal and Tugalgatai in November 2014.

- On November 4, 2014, the Company announced that it has it has signed a definitive agreement (the "**Definitive Agreement**") with Apogee Silver Ltd. ("**Apogee**") in connection with the proposed transaction to acquire the Pulacayo-Paca silver-lead-zinc mining project in Bolivia (the "**Pulacayo Project**").

  Under the terms of the proposed transaction, the Company will acquire Apogee's subsidiaries: Apogee Minerals Bolivia S.A. and ASC Bolivia LDC (which in turn, holds ASC Bolivia LDC Sucursal Bolivia, which holds Apogee's joint venture interest in the Pulacayo-Paca project) (collectively, the "**Apogee Subsidiaries**") by paying to Apogee $250,000 in cash ($125,000 was paid upon signing of the Definitive Agreement) and issuing to Apogee 60 million Prophecy common shares (the "**Consideration Shares**").

  The Company and Apogee shall enter into an escrow agreement (the "**Escrow Agreement**") which allows for the release of Consideration Shares from escrow over time, when Prophecy Coal shares trading on the TSX reach certain price levels, or in the face of certain major triggering events. The Company has agreed to assume all liabilities of the Apogee Subsidiaries. The Escrow Agreement will provide for a standstill on voting of the Consideration Shares while they are held in escrow, and the voting of all released Consideration Shares in support of Prophecy Coal's management so long as the Company continues to be engaged in its current business.

17. EVENTS AFTER THE REPORTING DATE (cont'd...)

The Company currently has 251,878,634 common shares issued and outstanding. In the event all of Apogee's Consideration Shares are released from escrow, as of the date hereof, Apogee would hold 19.24% of the Company's issued and outstanding common shares.

Subject to satisfaction of all conditions, completion of the proposed transaction is expected to occur on or before January 2, 2015. The proposed transaction is subject to customary conditions, including receipt of applicable regulatory approval, including the approval of the TSX and TSX Venture Exchange respectively, Apogee shareholders and other necessary approvals, as applicable.

- On October 21, 2014, the Company granted incentive stock options to an employee in the amount of 100,000 common shares at an exercise price of $0.055 per share for a period of five years.