Prophecy
Coal Corp.

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

For the three and six months ended June 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 six months ended June 30, 2014. The following information should be read in conjunction with the accompanying June 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 August 13, 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 June 30, 2014 and August 13, 2014, Prophecy Coal had: (i) 251,928,634 and 251,878,634 common shares issued and outstanding respectively; (ii) 27,763,750 and 27,588,750 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	*Corporate Governance and Compensation Committee*
Greg Hall (Chair)	Greg Hall (Chair)
Harald Batista	Harald Batista
Masa Igata	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. SECOND QUARTER 2014 HIGHLIGHTS

- On April 3, 2014, the Company filed on SEDAR a revised National Instrument 43-101 compliant technical report on its Chandgana Tal coal mining licenses in central Mongolia with a reissue date of February 2014 entitled "Technical Report, Coal Resources and Preliminary Economic Assessment, Coal Mine Component, Chandgana Tal Coal Project" (the "**PEA**"). The PEA replaces the technical report on the Chandgana Tal Coal Project previously filed by the Company on SEDAR on November 30, 2012 (the "**Previous Report**"). See discussion below under Highlights on the Chandgana Coal Properties.

- On April 24, 2014, the Company announced the appointment of Mr. Masa Igata to its Board of Directors and appointment of Mr. Orgil Sukhee as an Executive Director of Red Hill Mongolia LLC ("**Red Hill**").

- On May 1, 2014, the Company granted 7,135,000 incentive stock options to various directors, officers, employees and consultants of the Company. The stock options are exercisable at a price of $0.065 per share over a term of five years expiring on May 1, 2019 and vest 12.5% per quarter over two years following the date of grant.

- On June 19, 2014, the Company issued 2,541,065 units ("**Debt Settlement Units**") as payment for outstanding debt owed 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 to purchase, upon exercise of a warrant, one additional common share of the Company at a price of $0.10 per share for a period of two years from the date of issuance.

- On June 30, 2014, the Company amended, in aggregate, 2,668,750 incentive stock options to replace an equivalent number of incentive stock options previously granted to various consultants, former directors and former officers of the Company, but voluntarily surrendered and cancelled in June 2014 as part of the Company's continuing corporate review. The stock options vest immediately, are exercisable at a price of $0.055 per share until December 31, 2015, and have no rights to purchase Wellgreen Platinum Ltd. shares attached.

Subsequent to period end

- 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.

3. BUSINESS OVERVIEW

Mineral Properties

As of June 30, 2014, Prophecy Coal's primary mineral properties included: the Ulaan Ovoo coal property (Operating mine, Mongolia), 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 (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 June 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 six months ended June 30, 2014 totalled $2.68 million (same period 2013 - $2.77 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 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). Sales volume is generally lower in the first and second quarters of each year due to seasonal holidays which result in a general decrease in the level of economic activity and a shift to warmer weather moving into the summer season. Almost all sales during the quarter consisted of coal with GCV greater than 5,000 kcal/kg consistent with the Company's efforts to drive higher margin sales. 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 six months ended June 30, 2014, the Company purchased approximately $0.5 million in mining equipment which included an excavator, a loader, and coal drying and screening equipment to facilitate consistently producing coal with GCV greater than 5,000 kcal/kg.

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. Inquiries regarding Ulaan Ovoo coal purchases from the state Republic of Buryatia, Russia continued and discussions with Mongolian local and national governments, related to re-opening the Zeltura border crossing in order to facilitate exports to Russia also continued.

During the end of 2013 and the first two quarters of 2014, management visited a number of potential industrial customers in the Republic of Buryatia, Russia to discuss their coal purchase needs and drafted proposals with the goal of establishing continuous coal shipments to Russia during 2014. The Company has made sample shipments and is currently negotiating coal offtake agreements with these potential industrial customers in the Republic of Buryatia, Russia.

2014 Outlook

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 quarter one production figures. With consistent, effective and efficient mining practices, management expects that approximately ninety percent of the coal mined at Ulan Ovoo will have GCVgreater 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 has only commenced penetrating the premium thermal coal market in these regions and believes there is potential to expand sales with minimal competition in northern Mongolia and its neighboring Russian region, where higher margins can be obtained. The Company has invested in various mining equipment including a coal screener and coal drying equipment in order to enable the provision of specific coal sizes and to support maintaining lower moisture levels in order to consistently produce coal with GCV greater than 5,000 kcal/kg. As such the Company is focusing its efforts on controlling its mining practices and its marketing efforts to primarily become a provider of coal with GCV greater than 5,000 kcal/kg and to capture greater market share where premium prices can be obtained. Lower grades of coal will be used to produce briquettes and sold in the briquette market for higher prices accordingly.

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 that the mine is approximately 17km from the Zeltura border (as opposed to approximately 120km from the mine to Sukhbaatar), the re-opening of the Zeltura border crossing would reduce transportation costs and potentially further support increased coal sales to Russia. Once final specifications are received from the Mongolian Ministry of Road and Transportation, road upgrades can begin, which are estimated to take approximately four months, based on preliminary tenders received. Concurrently, the Company is working with the Ministry of Finance and General Customs Office on creating a customs clearing zone at the Ulaan Ovoo mine site and a border facility for exports that would go through Zeltura. While the Company is pleased with the overall progress and appreciates the support from the Mongolian and Russian authorities, it cannot offer any certainty or a definitive time frame to start transporting coal to Russia through Zeltura.

The Company continues to evaluate operating alternatives (e.g. electrification, conveyance vs. haul), infrastructure improvement, and further management changes in addition to new uses 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, access to Russian coal markets will be opened, 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) (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 ("**Technical Report on the Coal Resources of the Chandgana Tal Coal Project Khentii Aimag, Mongolia**") 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 PEA was prepared by John T. Boyd Co. and received in November 2012 for the Tal licenses. A subsequent amendment 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 ("**Updated Technical Report on the Coal Resources of the Chandgana Khavtgai Coal Resource Area, Khentii Aimag, Mongolia**") 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 second quarter 2014, the Company incurred total costs of $89,434 (same period 2013 - $395,653) for the Chandgana Tal property (including power plant application costs) and $3,297 (same period 2013 - $46,082) for the Chandgana Khavtgai property.

2014 Outlook

For the Tal property, the Company is preparing to register the reserve estimate and have more studies prepared. 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.

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),("**Prophecy Power**") 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 East Energy Development LLC (now Prophecy Power Generation LLC) 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 PPG and Chandgana Coal executed a Coal Supply Agreement ("**CSA**"). The CSA calls for Chandgana Coal LLC, another Prophecy Coal wholly-owned Mongolian subsidiary, to 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 is currently preparing the project proposals for submission to the Ministry of Economic Development. Following submission and as per the tender instructions, the Ministry of Economic Development will be responsible to conclude on the Concession Agreement and, coordinate the approval and signing of the Power Purchase Agreement, Tariff Agreement and other material agreements necessary to implement the Chandgana Power Plant project.

2014 Outlook

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 six months ended June 30, 2014, the Company spent $2,549 for land taxes.

2014 Outlook

The Company will maintain its interest in Titan and the required license maintenance work will be completed. Further exploration is planned for 2014 including GPS of the claim posts. 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 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 cutoff.

(Expressed in Canadian Dollars)

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 km the vegetation was cut and the soil sampled with a total 178 soil and 29 rock samples. Significant copper and molybdenum mineralization was found and zones of high IP chargeability. The results are being reviewed as of the second quarter 2014.

2014 Outlook

The Company will maintain its interest in Okeover. The planned exploration includes four kilometers of grid lines to be cut and sampled and diamond drilling. The required license maintenance work will be completed and 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.

2014 Outlook

The Company will maintain its interest in Kanichee. The required 2014 taxes were paid and the required license maintenance work will be completed in 2014.

4. SUMMARY OF QUARTERLY RESULTS

	2014 Jun-30	2014 Mar-31	2013 Dec-31	2013 Sep-30
Operating expense	$ (551,125)	$ (622,005)	$ 225,160	$ (2,731,414)
Loss Before Other Items and Deferred Income Tax	(551,125)	(622,005)	225,160	(2,731,414)
Other items	(323,827)	422,796	(11,997,195)	(2,568,853)
Loss Before Deferred Income Tax	(874,952)	(199,209)	(11,772,035)	(5,300,267)
Deferred income tax recovery		-	953,100	-
Net Income (Loss) for Quarter	(874,952)	(199,209)	(10,818,935)	(5,300,267)
Fair value gain (loss) on available-for-sale investments		-	333,639.00	(202,149)
Comprehensive Income (Loss) for Quarter	(874,952)	(199,209)	(10,485,296)	(5,502,416)
Share Information				
Net Loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.04)	$ (0.02)
Comprehensive Loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.04)	$ (0.02)
Average number of common shares outstanding for quarter, basic and diluted	249,694,731	249,319,226	248,148,215	243,176,495

(Expressed in Canadian Dollars)

	2013 Jun-30	2013 Mar-31	2012 Dec-31	2012 Sep-30
Operating expense	$ (793,281)	$ (794,913)	$ (1,069,354)	$ (2,970,363)
Loss Before Other Items and Deferred Income Tax	(793,281)	(794,913)	(1,069,354)	(2,970,363)
Other items	(2,771,104)	(2,817,654)	(46,585,365)	(2,328,747)
Loss Before Deferred Income Tax	(3,564,385)	(3,612,567)	(47,654,718)	(5,299,110)
Deferred income tax recovery	-	-	(1,569,024)	160,247
Net Loss for Quarter	(3,564,385)	(3,612,567)	(49,223,742)	(5,138,863)
Fair value gain (loss) on available-for-sale investments	(333,639)	781,484	2,476,797	688,744
Comprehensive Income (Loss) for Quarter	(3,898,023)	(2,831,082)	(46,746,945)	(4,450,119)
Net Income (Loss) for Quarter Attributable to:				
Owners of the Company	(3,564,385)	(3,612,567)	(48,831,202)	(3,242,577)
Non-controlling interest	-	-	(879,254)	(1,409,573)
	(3,564,385)	(3,612,567)	(49,710,456)	(4,652,150)
Comprehensive Loss for Quarter Attributable to:				
Owners of the Company	(3,898,023)	(2,831,082)	(44,266,921)	(2,961,989)
Non-controlling interest	-	-	(804,911)	(1,647,892)
	$ (3,898,023)	$ (2,831,082)	$ (45,071,832)	$ (4,609,880)
Share Information				
Net Loss per share, basic and diluted attributable to:				
Owners of the Company	$ (0.02)	$ (0.02)	$ (0.22)	$ (0.01)
Non-controlling interest	(0.00)	(0.00)	(0.00)	(0.01)
Comprehensive Loss per share, basic and diluted attributable to:				
Owners of the Company	(0.02)	(0.01)	(0.21)	(0.01)
Non-controlling interest	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Average number of common shares outstanding for quarter, basic and diluted	236,490,184	229,547,023	228,379,503	227,407,328

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).

The Company's quarterly general and administrative expenses remain relatively stable. 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 June 30, 2014 and 2013 (Q2 2014 and Q2 2013)

Results of operations are summarized as follows:

Operating Expenses	Three months ended June 30, 2014	2013
Advertising and promotion	$ 13,772	$ 52,601
Consulting and management fees	10,503	28,353
General and administrative expenses	218,666	285,614
Professional fees	37,912	257,459
Share-based payments	240,911	135,347
Travel and accommodation	29,361	33,907
	$ 551,125	$ 793,281

(Expressed in Canadian Dollars)

In the second quarter of 2014, the decrease of $0.24 million relative to the second quarter of 2013, was primarily due to lower professional fees during the current period.

Other Items		Three months ended June 30, 2013		2012
Costs in excess of impaired value		465,381		712,457
Foreign exchange (gain) loss		(122,466)		(72,405)
Gain on sale of available-for-sale investments		(15,007)		(19,545)
Interest expense		-		632,649
Interest income		(4,081)		(4,313)
Share of net loss of associate		-		399,930
Deemed disposal loss of associate		-		1,122,329
	$	323,827	$	2,771,102

For the second quarter of 2014, the Company's "Other Items" decreased by approximately $2.45 million as a result of the Company's disposition of its investment in associate.

Six Months Ended June 30, 2014 and 2013

For the six months ended June 30, 2014, the Company incurred a net loss of $1.1 million ($Nil per share) compared to a $6.7 million net loss ($0.03 per share) incurred for the six months ended June 30, 2013. Results of operations are summarized as follows:

Operating Expenses		Six months ended June 30, 2014		2013
Advertising and promotion	$	33,232	$	111,616
Consulting and management fees		33,314		56,405
General and administrative expenses		484,559		664,853
Professional fees		126,651		360,023
Share-based payments		433,514		335,499
Travel and accommodation		61,860		59,798
	$	1,173,130	$	1,588,194

The decrease in operating expenses of approximately $0.4 million was primarily due to lower professional fees and lower general and administrative expenses during the six months ended June 30 2014 compared to the same period of 2013.

Other Items		Six months ended June 30, 2014		2013
Costs in excess of impaired value		2,677,162		2,765,560
Foreign exchange (gain) loss		(397,931)		(375,664)
Gain on sale of available-for-sale investments		(2,366,913)		(19,545)
Interest expense		-		1,247,743
Interest income		(11,287)		(24,410)
Share of net loss of associate		-		872,741
Deemed disposal loss of associate		-		1,122,329
	$	(98,969)	$	5,588,754

For the six months ended June 30 2014, the Company's "Other Items" decreased by approximately $5.7 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.

(Expressed in Canadian Dollars)

6. LIQUIDITY AND CAPITAL RESOURCES

Working Capital

At June 30, 2014 Prophecy Coal had approximately $0.84 million comprised of cash and cash equivalents, representing an increase of $0.34 million from the $0.5 million held at December 31, 2013. Working capital amounted to $6 million at June 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 $5 million. The Company has sufficient capital to fund its mining and exploration activities and to cover its administrative costs for 2014.

During the six months ended June 30, 2014, the Company generated $4.27 million through the sale of 4.9 million common shares of Wellgreen Platinum.

In October 2013, Prophecy Coal's wholly-owned Mongolian subsidiary, 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 after making a payment in the amount of $125,000 on July 1, 2014, 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 $453,093 as the current portion of the LOC payable on its statement of financial position. For the six months ended June 30, 2014, Red Hill recorded interest expense in the amount of $104,049 which has been capitalized to property and equipment.

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

Cash Flow Highlights

	Six months ended June 30, 2014	2013
Cash (used in) provided by operating activities	$ (2,073,473)	$ (5,309,594)
Cash (used in) provided by investing activities	2,475,291	3,066,582
Cash (used in) provided by financing activities	(69,159)	1,851,425
Increase (decrease) in cash for period	332,659	(391,587)
Cash balance, beginning of period	507,996	768,831
Cash balance, end of period	$ 840,655	$ 377,244

Operating activities: Cash used in operating activities was $2.1 million during the six months ended June 30, 2014 compared to cash used of $5.3 million during the same period of 2013. The decreased outflows of $3.2 million in 2014 relative to the comparative period is primarily due to $3.5 million in working capital being used to pay down the Company's Waterton Loan in the prior year.

Investing activities: Cash generated by investing activities was $2.5 million for the six months ended June 30, 2014, compared to $3.1 million generated in the same period of 2013. During the period, the Company received $4.27 million from the sale of its common shares of Wellgreen Platinum Ltd. (same period 2013 - $0.04 million). Cash used for property and equipment during the second quarter of 2014 was $1.73 million (same period 2013 - $0.55 million) and cash used for mineral property expenditures was $0.07 million (same period 2013 - $0.93 million). During the six months ended June 30, 2013, the Company sold a Guaranteed Investment certificate in the amount of $4.6 million.

Financing activities: A total of $0.07 million was used in financing activities during the six months ended June 30, 2014 compared to cash provided of $1.85 million during the same period of 2013. During the six months ended June 30, 2014, the Company paid $136,188 towards it's LOC, $123,551 of interest charges, and settled debt of $190,580 by issuing common shares of the Company. During the six months ended June 30, 2013, $1.43 million was received from a private placement and $0.7 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.

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 and exploration 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 six months ended June 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 until at least December 31, 2014 based on existing capital resources and estimated cash flows from mining operations.

9. CONTINGENCIES

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

10. 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.

(Expressed in Canadian Dollars)

- 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 June 30,		Six Months Ended June 30,	
Related parties		2014	2013	2014	2013
Directors and officers		94,054	79,271	178,306	166,227
Linx Partners Ltd.		105,003	105,003	210,006	210,006
MaKevCo Consulting Inc.		12,900	17,900	25,300	39,300
	$	211,957 $	202,174 $	413,612 $	415,533

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

		Three Months Ended June 30,		Six Months Ended June 30,	
Related parties		2014	2013	2014	2013
Consulting and management fees	$	10,503 $	10,503 $	27,257 $	21,006
Directors' fees		40,174	50,471	77,045	96,223
Mineral properties		47,250	73,500	94,500	147,000
Property and equipment		47,250	21,000	94,500	42,000
Salaries and benefits		66,780	46,700	120,310	109,304
	$	211,957 $	202,174 $	413,612 $	415,533

As at June 30, 2014, the amount included within accounts payable and accrued liabilities that is applicable to related parties totals $184,255 (December 31, 2013 – $413,278), and consists of amounts owing for directors fees of $23,081 (December 31, 2013 - $129,060), for consulting fees of $15,917 (December 31, 2013 - $84,072), and for the management mineral properties and the power plant project of $143,257 (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 June 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 June 30,		Six Months Ended June 30,	
Key Management Personnel		2014	2013	2014	2013
Salaries and short term benefits	$	93,030 $	153,432 $	178,306 $	323,008
Share-based payments		129,200	84,843	252,893	204,407
	$	222,230 $	238,275 $	431,199 $	527,415

(Expressed in Canadian Dollars)

12. 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 six months ended June 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.

Readers are encouraged to read the significant judgements, estimates and assumptions as described in Note 5 to the Company's Interim Financial Statements.

13. 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 June 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 June 30, 2014	Level 1	Level 2	Level 3	Total
Financial assets				
Cash and cash equivalents	$ 840,655	$ -	$ -	$ 840,655
Restricted cash equivalents	$ 34,500	-	-	34,500
Available-for-sale investments	$ -	-	-	-
	$ 875,155	$ -	$ -	$ 875,155

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 six months ended June 30, 2014.

14. 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.

15. 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 six months ended June 30, 2014, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

16. 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;
- 27,588,750 stock options outstanding with a weighted average exercise price of $0.14. Each stock option is exercisable to purchase one common share of the Company at prices ranging from $0.055 to $0.93 and which expire between 2014 and 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 11, and October 28, 2015.

17. OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended June 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.