

Prospero Silver Corp. Announces Sale of Mexican Subsidiary

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Vancouver, Dec 31, 2019 - [Prospero Silver Corp.](#) (TSXV: PSL) (the "Company" or "Prospero") announces it has sold its Mexican subsidiary Minera Fumarola S.A. DE C.V. ("Fumarola") to an arm's length purchaser, Aquatio S.A. de C.V. ("Aquatio") of Jalisco State, Mexico.

A Special Committee of the Company's Board of Directors (the "Committee") was established after [Fortuna Silver Mines Inc.](#) terminated its option agreement to continue the development of, and earn an interest in, the Company's Pachuca SE Project (see the Company's news release dated September 28, 2019). The Committee's purpose was to review and consider the Company's future prospects given the current state of junior capital markets in Canada and its mining exploration activities in Mexico. The Committee concluded the best near-term alternative available to the Company was to shutter its current operations in order to preserve as much of its remaining working capital as possible while it seeks alternative business opportunities.

William Murray, Chairman and CEO of Prospero, commented: "The Company has diligently pursued its mission as a project generator/explorer since its formation in 2010. However, exploration results to date, and the lack of available funding for exploration projects since 2011, have made it difficult to materially advance our projects and create sustainable shareholder value. In addition, the ever increasing cost to maintain our projects, and the growing regulations that have been imposed by the new Mexican administration on exploration companies, has made it necessary that we expeditiously consider any and all alternatives. For these reasons, management solicited offers to purchase or joint venture its properties. When these efforts did not meet with any success, the best alternative available to the Company was to dispose of or, if necessary, abandon the Company's Mexican subsidiary and its undertakings."

The Company's agreement with Aquatio included the sale of Fumarola for a cash purchase price of US\$5,000, and assumption of all statutory liabilities and obligations of the subsidiary in Mexico, including property maintenance and abandonment, statutory employee severance, and tax obligations, estimated to aggregate to US\$95,000. Aquatio is a Mexican financial services corporation, and is entirely at arm's length to the Company and its directors and officers. The terms of the agreement required that it complete by December 31, 2019, such timing being driven by the Company no longer being able to fund Fumarola's obligations and tax law considerations under Mexican tax law. The sale does not give rise to any commissions, finder's fees or other collateral payments by or to the Company, or to any of its directors and officers.

William Murray further commented: "We believe, after careful consideration, the agreement with Aquatio is in the best interests of all stakeholders. It preserves the Company's limited remaining working capital that will be required to maintain the Company's reporting obligations in good standing while we refocus our continuing efforts to create sustainable shareholder value. We intend, in due course, to review and consider new opportunities within and outside the mining industry."

We considered simply abandoning our Mexican subsidiary, but determined that doing so would have caused Prospero to incur additional expense, left statutory liabilities unpaid, and exposed directors and officers to personal liability. In the result, the Company's already challenging circumstances would have been aggravated by lingering uncertainties. This was not an easy matter for our board, but having assessed all these circumstances, we determined that this orderly sale of Fumarola was in the best interests of all stakeholders."

The Company received a TSX Venture Exchange (the "Exchange") conditional acceptance of the Fumarola disposition, but was unable to satisfy the Exchange requirement for a shareholder approval prior to the closing. Consequently, the Company has been advised by the Exchange that trading in the Company's shares will remain halted for an indefinite period of time, and the Company may be subject to a listing compliance review.

For further information please contact:

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Forward-Looking Statement Cautions:

This press release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, relating to, among other things, the completion of the sale of the Company's subsidiary Fumarola and the Company's intention to review and consider new opportunities within and outside the mining industry. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include, the risk that: the Company may not be able to raise the additional working capital necessary to maintain itself while it continues to seek new business opportunities, or to exploit any available new business opportunities; the Company may not be successful in identifying any suitable new business; the Company may not be able to meet with the requirements resulting from the contemplated TSX Venture Exchange compliance review of the Company's listing; and the sale of Fumarola without shareholder approval may result in the Company being delisted from the TSX Venture Exchange or having its listing demoted to the NEX board. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com for a more complete discussion of such risk factors and their potential effects.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The Company's securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

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