



NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR DISSEMINATION IN THE UNITED STATES

PROSPERO SILVER CORP. PROPOSES 3:1 SHARE CONSOLIDATION

NEX: PSL.H

February 3, 2021, Vancouver, B.C. – Prospero Silver Corp. (NEX: PSL.H) (the “**Company**” or “**Prospero**”) announces that it is proposing to consolidate the outstanding common shares of the Company (the “**Shares**”) on the basis of three (3) pre-consolidation Shares for one (1) post-consolidation Share (the “**Consolidation**”).

Share Consolidation

The Consolidation was previously approved by shareholders of the Company at an annual and special meeting held on December 16, 2020.

Management and the Board of Directors has concluded that the Consolidation will provide flexibility in the capital structure of the Company in order to facilitate future transactions (e.g. to raise capital or complete a business combination) while keeping the Company’s capital structure manageable. If the Consolidation is implemented and the market price of the Shares (adjusted to reflect the consolidation ratio) declines, the percentage decline as an absolute number and as a percentage of the Company’s overall market capitalization may be greater than would have occurred if the Consolidation had not been implemented. Both the total market capitalization of the Company and the adjusted market price of the Shares following the Consolidation may be lower than they were before the Consolidation took effect. Consequently, the reduced number of Shares that would be outstanding after the Consolidation is implemented could adversely affect the liquidity of the Shares.

The Consolidation will not change a shareholder’s proportionate ownership in the Company or the rights of holders of Shares. Each Share outstanding after the Consolidation will be entitled to one vote and will be fully paid and non-assessable. There will be no name change in conjunction with the Consolidation.

Under the terms of the proposed Consolidation, no fractional Shares will be issued as a result of the Consolidation as any fractional Shares created as a result of the Consolidation will be rounded up or down to the nearest whole number. There are currently 5,747,189 Shares issued and outstanding. Following the Consolidation, there will be approximately 1,915,729 Shares issued and outstanding, subject to treatment of fractional post-Consolidation Shares.

The Consolidation is subject to approval by the NEX board of the TSX Venture Exchange.

On behalf of the Board of Directors,

William Murray,
President, CEO and Director
Tel: 604 288 2553
Tel: +52 1 612 140 0751 (Mexico)

Forward-Looking Statement Cautions:

This news release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, relating to, among other things, preliminary plans for a consolidation of the Company's Shares. 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 NEX board 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 possibility that the NEX will not approve the proposed share consolidation, and that the Company may not be able to raise sufficient additional capital to continue its business. 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.

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