

SILVER PHOENIX RESOURCES INC.

SILVER PHOENIX CLOSES PRIVATE PLACEMENT

Vancouver, BC, December 14, 2018 – Silver Phoenix Resources Inc. (the “**Company**”) (CSE: SP) is pleased to announce that it has closed its previously announced non-brokered private placement for proceeds of \$1,250,000 through the issuance of 25,000,000 subscription receipts (the “**Subscription Receipts**”) of the Company at a price of \$0.05 per Subscription Receipt (the “**Offering**”).

Upon shareholder approval to the consolidation of the Company’s issued and outstanding common shares on a 1.45:1 basis, and the Company coming to satisfactory agreement with its creditors on terms acceptable to The Emprise Special Opportunities Fund (2017) Limited Partnership (“**Emprise LP2017**”), each Subscription Receipt will automatically convert into one unit of the Company (each, a “**Unit**”) for no additional consideration. Each Unit will consist of one post-consolidated common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional post-consolidated common share at a price of \$0.075 per share for a period of five years from the date the warrants are issued. All securities issued in the Offering have a hold period expiring April 15, 2019.

Proceeds of the Offering will be used to settle certain indebtedness and for working capital purposes.

Pursuant to the terms of the Offering, Emprise LP2017 acquired ownership of 25,000,000 Subscription Receipts, which upon completion of the consolidation and the Company coming to satisfactory agreement with its creditors on terms acceptable to Emprise LP2017, will automatically convert into 25,000,000 units comprised of 25,000,000 post-consolidated common shares and 25,000,000 post-consolidated share purchase warrants representing approximately 64.95% of issued and outstanding common shares of the Company (or 50,000,000 post-consolidated common shares representing approximately 78.75% of the issued and outstanding common shares of the Company on a diluted basis assuming the exercise of all warrants held by the Emprise LP2017).

The Company has been advised that Emprise LP2017 has acquired these securities for investment purposes and has no present intention to acquire further securities of the Company, although it may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant.

To obtain a copy of the early warning report filed under applicable Canadian provincial securities legislation, please go to the Company’s profile on SEDAR.

The Company also announces that it has granted a total of 1,900,000 incentive stock options to officers and a consultant to the Company. The options have an exercise price of \$0.10 and expire in five years.

For further information, please contact Scott Ackerman at sackerman@emprisecapital.com or 778.331.8505.

On behalf of the Board,
Silver Phoenix Resources Inc.
Scott Ackerman, Director

Forward-Looking Information:

This press release may include “forward-looking information” (as that term is defined by Canadian securities legislation), concerning the Company’s business. Forward-looking information is based on certain key expectations and assumptions made by the Company’s management, including future plans for the exploration and development of its mineral properties. Although the Company believes that such expectations and assumptions are reasonable, investors should not rely unduly on such forward-looking information as the Company can give no assurance they will prove to be correct. Forward-looking statements in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to publicly update any forward-looking information (whether as a result of new information, future events or results, or otherwise) other than as required by applicable securities laws.