
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FORM 10-Q

For the yearly period ended September 30, 2008
TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-30919

PROSPERO MINERALS CORP.

(Exact name of small business issuer as specified in its charter)

Incorporated in the State of

Nevada

(State or other jurisdiction of incorporation or organization)

33-1059313

(I.R.S. Employer Identification No.)

575 Madison Avenue, 10th Floor, New York, New York, 10022-2511

(Address of principal executive offices)

212-937-8442

(Issuer's telephone number)

Check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant as required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes ___ No X

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

Class	Outstanding at September 30, 2008
Common Stock - \$0.0001 par value	174,738,941

Transitional Small Business Disclosure Format (Check one): **Yes** [] **No** []

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements.****PROSPERO MINERALS CORP.
(A Exploration Stage Company)****Quarterly Report on Form 10-Q for the
Period Ending September 30, 2008**

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

Prospero Minerals Corp.'s unaudited financial statements for the quarter ended September 30, 2007 are included with this Form 10-Q. The unaudited financial statements for the quarter ended March 31, 2007 include:

Condensed Consolidated Balance Sheets:

March 31, 2008 and September 30, 2008

Condensed Consolidated Statements of Losses:

Three Months Ended September 30, 2008 and September 30, 2007
Six Months Ended September 30, 2008 and September 30, 2007
For the Period July 23, 2002 (Date of Inception) through September 30, 2008

Condensed Consolidated Statements of Deficiency in Stockholders' Equity

For the period July 23, 2002 (Date of Inception) through September 30, 2008

Condensed Consolidated Statements of Cash Flows:

Six Months Ended September 30, 2008 and 2007
For the Period July 23, 2002 (Date of Inception) through September 30, 2008

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 3. Defaults Upon Senior Securities

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The unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three months ended September 30, 2008 are not necessarily indicative of the results that can be expected for the fiscal year ending March 31, 2008. The financial statements have been reviewed and are on file with Prospero's auditor.

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ACCOUNTANTS' REPORT

To the Directors of **PROSPERO MINERALS CORP.**

I have reviewed the Balance Sheet of **PROSPERO MINERALS CORP.** at September 30, 2008, inclusive and the statements of income, shareholders' equity and cash flows for the period from inception (July 23, 2002) to September 30, 2008 in accordance with International Financial Reporting Standards applicable to reviews.

A review is limited primarily to inquiries of the Company's personnel and analytical review procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.

Based on my review, nothing has come to my attention that causes me to believe that the accompanying financial statements are not presented fairly in accordance with International Financial Reporting Standards.

YOLANDA THOMAS C.P.A. C.A.

November 19, 2008

PROSPERO MINERALS CORP.
(A EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited)	(Unaudited)
	September 30, 2008	March 31, 2008
ASSETS		
CURRENT ASSETS:		
Cash and Cash Equivalent	\$ 13,610,417	\$ 5,105
Subscription Receivables	156,912	6,156,912
Accounts Receivable		
Deposit		
Sub Total		6,162,017
Cavitation	179,580,438	179,580,438
Capital Assets	-	420,600
TOTAL ASSETS	\$ 193,347,767	\$ 186,163,055
LIABILITIES AND (DEFICIENCY IN) STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payables	\$ 1,529,504	\$ 1,310,834
Accrued Liabilities	23,469	23,469
Advances from related parties (Note B)		
TOTAL CURRENT LIABILITIES	1,552,973	1,334,303
(DEFICIENCY IN) STOCKHOLDERS' EQUITY		
Preferred Stock, par value \$.001 per share; 10,000,000 shares authorized; none issued and outstanding at December 31, 2007 and March 31, 2008. (Note C)		
Common stock, par value \$.0001 per share; 290,000,000 shares authorized; 172,713,941 and 174,738,941 shares issued and outstanding at March 31, 2008 and September 30, 2008 respectively. (Note C)		2,740,714
Additional paid-in-capital	186,241,281	185,081,861
Shares Subscribed	8,760,694	
Accumulated deficit during exploration stage	(3,207,181)	(2,993,823)
(Deficiency) in Stockholders' Equity	191,794,794	(184,828,752)
Total Liabilities and (Deficiency in) Stockholders' Equity	\$ 193,347,767	\$ 186,163,055

See accompanying notes to the unaudited condensed consolidated financial information

PROSPERO MINERALS CORP.
(A EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENT OF PROFIT & LOSSES

	For the three months ended September 30		For the six months Ended September 30		For the period from July 23, 2002 (date of inception) through September 30, 2008
	2008	2007	2008	2007	
Costs and Expenses:					
Administrative	\$ 189,969	\$ 10,234	\$ 218,670	93,712	\$ 2,063,676
Mineral Exploration				495,000	1,148,817
Total Operating Expense	189,969	10,234	218,670	588,713	- 3,212,493
Loss from Operations	-189,969	-10,234	-218,670	-588,713	- 3,022,524
Net Loss	<u>\$</u>	<u>\$ - 987,368</u>		<u>-10,234</u>	<u>\$ - 3,022,524</u>
Loss per common share (basic and assuming dilution)	<u>\$ (.10)</u>	<u>(0.10)</u>	<u>(.10)</u>	<u>(0.10)</u>	
Weighted average common shares	174,738,941	120,713,941	174,738,941	120,713,941	

See accompanying notes to the unaudited condensed consolidated financial information

PROSPERO MINERALS CORP.
(A EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENTS OF DEFICIENCY IN STOCKHOLDERS' EQUITY
FOR THE PERIOD JULY 23, 2002 (DATE OF INCEPTION) TO SEPTEMBER 30, 2008

	Common Shares	Stock Amount	Additional Paid-in Capital	Deficit Accumulated During Exploration Stage	Total
Issuance of common stock in July 2002 for cash at \$0.01 per share	5,500,000	\$ 5,500	\$ 49,500	\$	\$ 55,000
Shares issued in August 2002 for cash at \$.01 per share, net of costs	3,760,000	3,760	33,840		37,600
Shares issued in February 2003 for cash at \$.50 per share, net of costs	10,500	11	5,526		5,537
Net Loss	-	-	-	(5,324)	(5,324)
Balance at March 31, 2003	9,270,500	9,271	88,866	(5,324)	92,813
Net Loss	-	-	-	(86,266)	(86,266)
Balance at March 31, 2004	9,270,500	9,271	88,866	(91,590)	6,547
Net Loss				(62,076)	(62,076)
Balance at March 31, 2005	9,270,500	9,271	88,866	(153,666)	(55,529)
Net loss				(17,886)	(17,886)
Balance at June 30, 2005	9,270,500	9,271	88,866	(171,552)	(73,415)
Net Loss				(339,654)	(339,654)
Balance at March 31, 2006	89,270,500	89,271	429,466	(511,206)	7,531
Net Loss				(604,614)	(604,614)
Shares Issued	198,441	198	291,395		291,593
Balance at June 30, 2006	89,468,941	89,469	720,861	(1,115,820)	(305,490)
Net Loss				(987,368)	(987,368)
Balance at Sept. 30, 2006	89,468,941	89,469	720,861	(2,103,188)	(1,292,858)
Net Loss				(203,871)	(203,871)
Shares Issued	11,245,000	11,245	1,000		12,245
Balance at Dec. 31, 2006	100,713,941	100,714	721,861	(2,307,059)	(1,484,484)
Net Loss				(47,544)	(47,544)
Balance at March 31, 2007	100,713,941	100,714	721,861	(2,354,603)	(1,532,028)
Net Loss				(578,479)	(578,479)
Shares Issued	20,000,000	2,000,000			2,000,000
Balance at June 30, 2007	120,713,941	2,100,714	721,861	(2,933,082)	(110,507)
Net Loss				(10,234)	(10,243)
Balance at Sept. 30, 2007	120,713,941	2,100,714	721,861	(2,943,316)	(120,741)
Net Loss				(34,176)	(34,176)
Shares Issued	52,000,000	520,000	52,201,861		52,721,861
Balance at Dec. 31, 2007	172,713,941	2,620,714	52,923,722	(2,977,492)	52,566,944
				(16,331)	(16,331)
Shares Issued					121,000,000
Balance at Mar 31, 2008	172,713,941	2,620,714	52,923,722	(2,993,823)	172,828,752
Net Loss				(28,701)	(28,701)
Shares Issued	2,025,000	20,000	1,599,750		1,600,020
Unrealized gain on Sale of Share					6,000,000
Balance at June 30, 2008	174,738,941	2,640,714	54,523,472	(3,022,524)	192,400,091
Shares Issued					
Balance at September 30, 2008	174,738,941	2,640,714	54,523,472	(3,022,524)	192,400,091

See accompanying notes to the unaudited condensed consolidated financial information

PROSPERO MINERALS CORP.
(A EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the six months ended September 30,		For the period from July 23, 2002 (date of inception) through September 30, 2008
	2008	2007	
INCREASE (DECREASE) IN CASH AND EQUIVALENTS			
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss from exploration stage operations	\$ (189,969)	\$ (588,713)	\$ (3,212,493)
Depreciation and Amortization		63,563	95,345
Adjustments to reconcile net loss from exploration stage operations to cash used for operating activities:			
Prepaid and Deposits			
Subscription Receivable		156,912	6,156,912
Accounts Receivable			40,000
Accounts payable and accrued expenses-	189,969	77,211	1,552,973
NET CASH (USED IN) OPERATING ACTIVITIES		(291,027)	4,632,737
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from sale of common stock and stock subscription, net of costs	-		8,410,330
Proceeds from related parties advances, net of repayments			1,191,028
Payment for assets purchase	-		(420,600)
NET CASH PROVIDED BY FINANCING ACTIVITIES			9,180,758
NET CASH USED IN INVESTING ACTIVITIES			
NET (DECREASE) INCREASE IN CASH AND EQUIVALENTS	13,605,312	5,086	21,210,398
Cash and cash equivalents at the beginning of the period	5,105	19	5,124
Cash and cash equivalents at the end of the period	\$ 13,610,417	\$ 5,105	\$ 21,215,522
Supplemental Disclosures of Cash Flow Information			
Cash paid during the period for interest	-	-	-
Income taxes paid	-	-	-

See accompanying notes to the unaudited condensed consolidated financial information

PROSPERO MINERALS CORP.
(A Exploration Stage Company)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION
SEPTEMBER 30, 2008
(unaudited)

NOTE A-SUMMARY OF ACCOUNTING POLICIESGeneral

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Accordingly, the results from operations for the three month period ended June 30, 2007, are not necessarily indicative of the results that may be expected for the year ended March 31, 2009. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated March 31, 2008 financial statements and footnotes thereto included in the Company's SEC Form 10-K.

Business and Basis of Presentation

Prospero Minerals Corp. (the "Company") was reincorporated under the laws of the State of Nevada on July 23, 2002. On May 2003, the Company acquired all of the issued and outstanding shares of CMC Exploration Corp., a British Columbia company. At September 30, 2008 CMC Exploration Corp was dormant. The Company has been in the gold, silver and other mineral exploration business since its formation. The Company has not commenced significant operations and is considered a development stage Company, as defined by Statement of Financial Accounting Standards No. 7 ("SFAS 7"). To date the Company has not generated any revenues, has incurred expenses, and has sustained losses. Consequently, its operations are subject to all risks inherent in the establishment of a new business enterprise. For the period from inception through September 30, 2008, the Company has accumulated losses of \$ 3,212,493.

The consolidated financial statements include the accounts of Prospero Minerals Corp. and its wholly-owned subsidiary, CMC Exploration Corp. Significant inter-company transactions and accounts have been eliminated in consolidation.

Reclassifications

Certain reclassifications have been made in prior year's financial statements to conform to classifications used in the current year.

Stock Based Compensation

In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148 ("SFAS No. 148"), "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS 123." This statement amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations.

PROSPERO MINERALS CORP.
(A Exploration Stage Company)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION
SEPTEMBER 30, 2008
(unaudited)

NOTE A-SUMMARY OF ACCOUNTING POLICIES (Continued)

Stock Based Compensation (Continued)

Accordingly, compensation expense for stock options is measured as the excess, if any, of the fair market value of the Company's stock at the date of the grant over the exercise price of the related option. The Company has adopted the annual disclosure provisions of SFAS No. 148 in its financial reports for the year ended March 31, 2008 and 2007 and will adopt the interim disclosure provisions for its financial reports for the subsequent periods. The Company has no awards of stock-based employee compensation outstanding at September 30, 2008.

On December 16, 2004, the Financial Accounting Standards Board (FASB) issued FASB Statement No. 123R (revised 2004), "Share-Based Payment" which is a revision of FASB Statement No. 123, "Accounting for Stock-Based Compensation". Statement 123R supersedes APB opinion No. 25, "Accounting for Stock Issued to Employees", and amends FASB Statement No. 95, "Statement of Cash Flows". Generally, the approach in Statement 123R is similar to the approach described in Statement 123. However, Statement 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro-forma disclosure is no longer an alternative. On April 14, 2005, the SEC amended the effective date of the provisions of this statement. The effect of this amendment by the SEC is that the Company will have to comply with Statement 123R and use the Fair Value based method of accounting no later than the its last quarter of fiscal 2007. Management has not determined the impact that this statement will have on Company's consolidated financial statements.

Segment Information

Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131") establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The information disclosed herein materially represents all of the financial information related to the Company's principal operating segment.

New Accounting Pronouncements

In March 2005, the FASB issued FASB Interpretation (FIN) No. 47, "Accounting for Conditional Asset Retirement Obligations, an interpretation of FASB Statement No. 143," which requires an entity to recognize a liability for the fair value of a conditional asset retirement obligation when incurred if the liability's fair value can be reasonably estimated. The Company is required to adopt the provisions of FIN 47 no later than the last quarter of its fiscal 2009. The Company does not expect the adoption of this Interpretation to have a material impact on its consolidated financial position, results of operations or cash flows.

In May 2005 the FASB issued Statement of Financial Accounting Standards (SFAS) No. 154, "Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 3." SFAS 154 requires retrospective application to prior periods' financial statements for changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also requires that retrospective application of a change in accounting principle be limited to the direct effects of the change. Indirect effects of a change in accounting principle, such as a change in non-discretionary profit-sharing payments resulting from an accounting change, should be recognized in the period of the accounting change. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate affected by a change in accounting principle. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Early adoption is permitted for accounting changes and corrections of errors made in fiscal years beginning after the date this Statement is issued. The Company does not expect the adoption of this SFAS to have a material impact on its consolidated financial position, results of operations or cash flows.

PROSPERO MINERALS CORP.
(A Exploration Stage Company)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION
SEPTEMBER 30, 2008
(unaudited)

(a)

Index to and Description of Exhibits

Exhibit	Description	Status
31	Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Included
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Included

Forward Looking Statements

This report on Form 10-Q contains certain forward-looking statements within the meaning of Section 21e of the *Securities Exchange Act of 1934*, as amended, and other applicable securities laws. All statements other than statements of historical fact are “*forward-looking statements*” for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or explorations; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties, and actual results could differ materially from those anticipated by the forward-looking statements.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, Prospero Minerals Corp. has caused this report to be signed on its behalf by the undersigned duly authorized person.

PROSPERO MINERALS CORP.

By: /s/ Hubert Pinder

Name: Hubert L. Pinder
Title : Chief Financial Officer
Dated: November 10, 2008

Exhibit 31

**PROSPERO MINERALS CORP.
CERTIFICATIONS PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION

I, Hubert L. Pinder, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Prospero Minerals Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and we have:
 - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) evaluated the effectiveness of the small business issuer's disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) presented in this report any change in the small business issuer's internal controls over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial data; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: November 10, 2008

By: /s/ Hubert L. Pinder

Mr. Hubert L. Pinder
Chief Financial Officer

Exhibit 32

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Prospero Minerals Corp. ("Prospero") on Form 10-Q for the period ending September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Etoile Pinder, Chief Executive Officer, certify, pursuant to s.906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of Prospero.

By: /s/ Hubert Pinder

Name: Hubert Pinder
Title : Chief Financial Officer
Dated: November 10, 2008

**PROSPERO MINERALS CORP.
CERTIFICATIONS PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION

I, Hubert L. Pinder, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Prospero Minerals Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and we have:
 - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) evaluated the effectiveness of the small business issuer's disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) presented in this report any change in the small business issuer's internal controls over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial data; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: November 10, 2008

By: /s/ Hubert L. Pinder

Mr. Hubert L. Pinder
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Prospero Minerals Corp. ("Prospero") on Form 10-Q for the period ending September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Etoile Pinder, Chief Executive Officer, certify, pursuant to s.906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of Prospero.

By: /s/ Hubert Pinder

Name: Hubert Pinder
Title : Chief Financial Officer
Dated: November 10, 2008
