

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1. – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Common Shares and Warrants

Issuer: **Sonoro Gold Corp.** (the “Corporation” or “Sonoro”)
300 - 2489 Bellevue Avenue
West Vancouver, BC V7V 1E1

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered the requirement to file this report did not occur on a stock exchange. Refer to Item 2.2 below.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

The Estate of Robert Stuart Angus (the “Estate”)
6581 Sunshine Coast Hwy
Sechelt, BC, Canada V0N 3A8

Robert Stuart Angus (the “Deceased”) passed away on March 24, 2023. The executor of the Estate is Helen Angus (the “Executor”), and Robin G. Simpson is agent for the Executor of the Estate (the “Agent”).

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On August 12, 2023, the Estate’s 2,300,000 common Sonoro share purchase warrants (“Warrants”) expired unexercised. The expiry of the Warrants, combined with previous new share issuances by Sonoro (collectively, the “Dilution”), represent a decrease in ownership and control to less than 10% of the outstanding Sonoro common shares (“Shares”) on a partially diluted basis since the date of the last early warning report.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

As a result of the Dilution, presently the Estate beneficially owns and controls, directly and indirectly, 9,954,667 Shares and 4,905,556 Warrants representing approximately 6.1% of the outstanding Shares on a non-diluted basis and approximately 8.8% on a partially-diluted basis. See items 2.2 and 3.4.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

As a result of the Dilution, presently the Estate beneficially owns and controls, directly and indirectly, 9,954,667 Shares and 4,905,556 Warrants representing approximately 6.1% of the outstanding Shares on a non-diluted basis and approximately 8.8% on a partially-diluted basis.

Prior to the Dilution, at the date of his previous early-warning disclosure, Mr. Angus beneficially owned and controlled, directly and indirectly, 9,954,667 Shares and 8,316,667 Warrants, representing approximately 7.1% of the outstanding Shares on a non-diluted basis and approximately 12.4% on a partially-diluted basis.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Control of all Sonoro securities held by Robert Stuart Angus vested in Helen Angus, executor of the Estate (the "Executor"), on the death of Mr. Angus on March 24, 2023. See Item 3.4.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor,

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Not applicable.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; and/or**
- (k) an action similar to any of those enumerated above.**

The Common Shares of Sonoro owned by the Estate remain subject to distribution in accordance with the terms of the last will and testament of the Deceased and any associated legal proceedings. As of the date of this report, the Estate does not have any plans or future intentions which relate to or would result in any of the matters described in clauses (a) through (k) above.

The Executor of the Estate, for investment purposes, may acquire or sell Sonoro securities, including on the open market or through private transactions in the future depending on market conditions, reformulation of plans and/or other factors the Executor considers to be relevant and consistent with her mandate.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

See Item 3.5(a).

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquirer, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: November 6, 2023

THE ESTATE OF ROBERT STUART ANGUS

(signed) Robin G. Simpson

Robin G. Simpson
Agent of the Executor of the
Estate of Robert Stuart Angus

Telephone: 604-908-5006
Email: rg.s@telus.net