

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Sonoro Gold Corp. (the “**Company**”)
Suite 300 – 2489 Bellevue Ave
West Vancouver, BC V7V 1E1

Item 2 Date of Material Change

December 18, 2024

Item 3 News Release

The news release was disseminated through GlobeNewswire on December 19, 2024 and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the closing of its previously announced private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed its non-brokered private placement of 5,555,556 units (the “Units”) at a price of \$0.09 per Unit, for aggregate gross proceeds of \$500,000 (the “Offering”). Each Unit consists of one Sonoro Common Share and one Common Share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to purchase one additional Common Share of Sonoro at an exercise price of \$0.14 for two-years.

In connection with the Offering, the Company paid \$6,160 in Finder’s Fees and issued 68,446 in non-transferable Finder’s Warrants for a period of two years at an exercise price of \$0.14.

All securities issued and issuable in connection with the Offering will be subject to a 4-month plus one day hold period ending April 19, 2025.

Insiders of the Company participated in the offering by subscribing for 1,668,906 Units for gross proceeds of C\$150,202, constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101, as the fair market value of the transaction did not exceed 25% of the Company’s market capitalization.

The Financing is subject to final acceptance by the TSX Venture Exchange.

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5.2 Disclosure on Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Kenneth MacLeod, President
Business Telephone: (604) 632-1764

Item 9 Date of Report

December 20, 2024