

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

January 14, 2026

Item 3 News Release

The news release was disseminated through GlobeNewswire on January 14, 2026 and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the acquisition of 10 additional mineral claims adjacent to the Cerro Caliche project.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, through its wholly owned Mexican subsidiary, Minera Mar de Plata (“MMP”), it has executed Assignment of Rights Agreements (the “Agreements”) with two residents of Sonora, Mexico (the “Vendors”) to acquire ten (10) mineral concessions along strike and adjacent to the northern and southern boundaries of the Company’s Cerro Caliche gold project in Sonora, Mexico.

Both Vendors are at arm’s length to the Company and to its associates and affiliates.

Under the agreements, MMP will acquire a 100% interest in an additional 2,574.16 hectares (ha) of mining concessions for total consideration of USD \$4.0 million to be paid in installments totaling USD \$1.0 million per year over the next four years. In addition, the Company is assuming responsibility for the payment of outstanding mineral concession fees totaling approximately USD \$570,000.

The purchase consideration does not include the issuance of any securities nor any grant of a royalty interest.

The acquisition significantly expands the Cerro Caliche property to twenty-five (25) contiguous mining concessions covering a total area of 3,924.26 ha, potentially extending known mineralized corridors both to the northwest and the southeast.

On October 12, 2023, Sonoro filed a Technical Report entitled “NI 43-101 Technical Report for the Preliminary Economic Assessment on the Cerro Caliche Project, Sonora, Mexico” authored by Micon International Limited, with an effective date of August 28, 2023 (the “PEA”). As discussed in the PEA, Sonoro has acquired historical geological data from prior exploration programs completed at Cerro Caliche, including drilling, rock sampling and soil sampling data from several of the newly acquired concessions.

In 2011, Paget Southern Resources, a Mexican subsidiary of Pembroke Mining Corp., completed seven diamond drill core holes at El Batamote, approximately 300 meters north of the project’s El Rincón-Bellotoso mineralized zone. Drill holes, logs and assays reviewed by the Company’s geologists identified comparable geological characteristics and grades, suggesting structural continuity of the mineralized corridor. Historical mine workings and exploration completed on newly acquired concessions along the project’s southern boundaries also suggest potential continuation of known gold mineralized zones.

The Cerro Caliche gold project is in the final permitting stage for a proposed open-pit, heap leach mining operation. The property hosts a broadly mineralized low-sulphidation epithermal vein structure with over twenty-five (25) northwest-trending gold mineralized zones along trend and near surface.

In November 2025, Sonoro commenced the preparation of an updated PEA on drilling and assay data completed on approximately 30% of the project's identified mineralized zones. Sonoro anticipates completing the updated PEA during the first quarter of 2026.

Qualified Person Statement

Stephen Kenwood, P.Geo., a Director of Sonoro, is a Qualified Person within the context of National Instrument 43-101 (NI 43-101) and has read and approved this news release.

About Sonoro Gold Corp.

Sonoro Gold Corp. is a publicly listed exploration and development Company holding the development-stage Cerro Caliche project and the exploration-stage San Marcial project in Sonora State, Mexico. The Company has highly experienced operational and management teams with proven track records for the discovery and development of natural resource deposits.

This Material Change Report may contain "forward-looking information" as defined in applicable Canadian securities legislation. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the Cerro Caliche project, and future plans and objectives of the Company, constitute forward looking information that involve various risks and uncertainties, including statements regarding completion of an updated preliminary economic assessment of the Cerro Caliche Gold project. Although the Company believes that such statements are reasonable based on current circumstances, 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, including the possibility of unfavorable exploration and test results, the lack of sufficient future financing to carry out exploration and development plans and unanticipated changes in the legal, regulatory and permitting requirements for the Company's exploration programs. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or the policies of the TSX Venture Exchange. Readers are encouraged to review the Company's complete public disclosure record on SEDAR at www.sedar.com.

This Material Change Report does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons, as such term is defined in Regulation S under the Securities Act ("Regulation S"), except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act"

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) 351-3446

Item 9 Date of Report

January 15, 2026