

**SONORO ENERGY LTD.**  
Suite 900, 520 – 5th Avenue SW  
Calgary, Alberta, T2P 3R7  
Telephone: (403) 262-3252

Notice of Annual and Special Meeting of Shareholders  
to be held on 19 October, 2017

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of the shareholders of **SONORO ENERGY LTD.** (the “**Company**”) will be held in the Viking A Room at the Calgary Petroleum Club, 319-5<sup>th</sup> Avenue SW, Calgary, Alberta on October 19, 2017 at 8:30 a.m. Calgary time (the “**Meeting**”) for the following purposes:

1. to receive the Company’s audited financial statements for the financial year ended December 31, 2016 and the auditor’s report thereon as well as the interim financial statements to the interim period ended June 30, 2017;
2. to set the number of directors at six;
3. to elect directors for the ensuing year;
4. to appoint auditors for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
5. to approve the Company’s 10% rolling share option plan, as amended; and
6. to approve a consolidation of shares on the basis of up to four pre-consolidation common shares for one post-consolidation common share as a condition to the April/May 2017 private placement financing, based on TSX Venture Exchange requirement and policy;
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed September 13, 2017 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment thereof.

A Management Proxy Circular, a form of proxy and certain other documents accompany this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting, is requested to complete, date and sign the enclosed form of proxy and deliver it by facsimile, by hand, by mail, or by internet in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.**

DATED at Calgary, Alberta, this 13 day of September, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Richard Wadsworth”*

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Richard Wadsworth  
CEO and Director