

Form 51-102F3

Material Change Report

1. **REPORTING ISSUER**

Sonoro Energy Ltd. (“**Sonoro**” or the “**Issuer**”)
Suite 900, 520 -5th Avenue S.W.
Calgary, AB T2P 3R7

2. **DATE OF MATERIAL CHANGE**

November 25, 2019

3. **PRESS RELEASE**

The press release was issued on November 25, 2019 and was disseminated through the facilities of recognized newswire services. A copy of the news release was filed on SEDAR.

4. **SUMMARY OF MATERIAL CHANGE**

Sonoro announced that it had closed a non-brokered private placement offering of convertible debentures (“**Debentures**”) for gross proceeds of \$1,615,382 (“**the Offering**”) convertible into 19,004,500 Common Shares of the Corporation.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Sonoro announced that it had closed a non-brokered private placement offering of convertible debentures (“**Debentures**”) for gross proceeds of \$1,615,382 (“**the Offering**”) convertible into 19,004,500 Common Shares of the Corporation. The Debentures bear an interest of 8% per annum expiring (expiry”) on November 25, 2021. The Debentures may be converted into Common Shares of the Company at any time in the first year at \$0.085 per Common Share. Debentures converted in the second year, before the expiry, are convertible at \$0.10 per Common Share. As previously announced on October 11, 2019 the convertible debentures have been issued to Sonoro’s Indonesian partner for funds advanced to Sonoro for the Selat Panjang project to date. Under terms of the agreement, Sonoro’s first year project costs will be carried by its partner for a maximum period of two years and will only be converted into common shares should Sonoro not repay such advances after this timeframe.

The Debentures issued in connection with the Private Placement are subject to a four-month hold period.

No finder’s fee were paid in connection with the Private Placement

The use of proceeds is to fund the Selat Panjang Production Sharing Contract .

6. **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT
51-102**

Not applicable.

7. **OMITTED INFORMATION**

No information has been intentionally omitted from this form.

8. **EXECUTIVE OFFICER**

The name of the executive officer of Sonoro who is knowledgeable of the material change and this report is:

Dean Callaway ,
Chief Financial Officer
Sonoro Energy Ltd.
Suite 900, 520 - 5th Avenue SW
Calgary, AB T2P 3R7

Telephone: (403) 262-3252

9. **DATE OF REPORT**

DATED at Calgary, Alberta this 27 day of November , 2019 .