SONORO GOLD CORP

2021	Notice of Annual General Meeting of Shareholders
ANNUAL GENERAL MEETING	Management Information Circular
Place:	Offices of Sonoro Gold Corp. 408 - 470 Granville Street Vancouver, BC, V6C 1V5
Time: **Date:**	10:00 A.M. (Vancouver time) Thursday, June 24, 2021

SONORO GOLD CORP.
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of shareholders of the Company (the "**Shareholders**") will be held at the offices of Sonoro Gold Corp., 408 – 470 Granville Street, Vancouver, British Columbia, on Thursday, June 24, 2021 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company as at and for the financial year ended December 31, 2020, together with the report of the auditor thereon;

2. to set the number of directors at six (6);

3. to elect directors of the Company for the ensuing year;

4. to appoint Smythe LLP as auditors of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;

5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the renewal of the Company's 10% rolling stock option plan, as described in the management information circular dated May 26, 2021 (the "**Information Circular**") accompanying this Notice of Meeting; and

6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or adjournment(s) thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed May 20, 2021 (the "Record Date") as the record date for the determination of holders of common shares in the capital of the Company that are entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on the Record Date is entitled to such notice and to vote at the Meeting.

<u>Registered Shareholders</u> who wishes to vote but are unable to attend the Meeting in person are requested to complete, sign, date and return the enclosed form of proxy either in the addressed envelope enclosed to Computershare Trust Company of Canada, Attn: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or via fax to 1-866-249-7775 (toll free North America) or 1-416-263-9524 (International). Alternatively, registered Shareholders may vote by telephone by calling 1-866-732-8683 (toll free) or over the internet at www.investorvote.com. In each case, proxies must be received not later than 10:00 a.m. (Vancouver time) on June 22, 2021, or at least 48 hours (excluding Saturdays and holidays), before the time for holding the Meeting or any adjournment thereof.

<u>Non-registered Shareholders</u> who receive this Notice of Meeting and accompanying materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may not be entitled to vote at the Meeting.

In addition to the information set out below in this Notice of Meeting, additional specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy and detailed instructions about how to participate at the Meeting are set forth in the Information Circular which accompanies, and is deemed to form a part of, this Notice of Meeting. If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Trust Company of Canada by telephone (toll free) at 1-800-564-6253, by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

COVID-19 NOTICE

A Shareholder may attend the Meeting in person or may be represented by proxy. In March 2020, the World Health Organization declared COVID-19 a pandemic, and the British Columbia government declared a state of emergency in the same month and introduced plans to reduce public gatherings and non-essential travel. **In light of ongoing concerns related to the spread of COVID-19, Shareholders are strongly encouraged not to attend the Meeting but instead to vote on matters at the Meeting by proxy**.

The Company will follow the guidance and orders of government and public health authorities regarding COVID-19, including those restricting the size of public gatherings. You should not attend the Meeting if you or someone with whom you have been in close contact with are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact have travelled to/from outside of Canada within the fourteen (14) days prior to the Meeting.

The Company may take any additional precautionary measures that we consider necessary in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (a) holding the Meeting virtually or by providing a webcast of the Meeting; (b) hosting the Meeting solely by means of remote communication; (c) changing the Meeting date and/or changing the means of holding the Meeting; (d) denying access to persons who exhibit cold or flu-like symptoms or who have or have been in contact with someone who has travelled outside of Canada within the fourteen (14) days immediately prior to the Meeting; and (e) such other measures as may be recommended by public health authorities in connection with gatherings of persons, such as the Meeting. Should we determine that changes to the Meeting are required, we will announce these changes by news release, which will be filed on SEDAR. We recommend that you view our SEDAR profile prior to the Meeting for the most current information. We do not intend to prepare or mail amended proxy and Meeting materials if changes are required to the format of the Meeting.

Anyone who regards their physical attendance at the Meeting as essential is asked to contact Katharine Regan, Corporate Secretary of the Company at katharine@sonorogold.com so that appropriate measures can be put in place to facilitate physical distancing and other precautions to ensure the health and safety of all attendees. **Attendees who have not registered with the Company in advance of the Meeting may not be allowed into the Meeting.**

DATED at Vancouver, British Columbia, this 26th day of May, 2021.

By Order of the Board of Directors of
SONORO GOLD CORP.

(signed) "Kenneth MacLeod"

Kenneth MacLeod,
President and Chief Executive Officer

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the meeting.