Form 51-102F3

Material Change Report

1. REPORTING ISSUER

Sonoro Energy Ltd. (**“Sonoro”** or the **“Issuer”**)
Suite 600, 520 -5th Avenue S.W.
Calgary, AB T2P 3R7

2. DATE OF MATERIAL CHANGE

January 27, 2020

3. PRESS RELEASE

The press release in regards to the material change was issued on January 23, 2020 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 applies to TSX Venture Exchange to amend the expiry date of 26,457,247 warrants issued in connection with a private placement which closed on March 26, 2018.

5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company has filed an application with the TSX Venture Exchange (“TSXV”) to amend the expiry date of 26,457,247 common share $0.10 purchase warrants issued by the Corporation in connection with a non-brokered Private Placement of the Corporation that closed on March 26, 2018. The Company proposes to extend the current expiry date of March 26, 2020 to December 30, 2020. TSXV approval was received on January 27, 2020.

The Warrants, as amended, include an accelerated expiry provision such that the exercise period of each of the Warrants will be reduced to 30 days if for any 10 consecutive trading days during the unexpired term of such of the Warrants, the closing price of the Corporation’s common shares equals to or exceeds $0.20. The 30-day expiry period commences on the day the Issuer either (i) disseminates a press release or (ii) sends a written notice to the holders of the Warrants, advising of the commencement of the Exercise Period.

A portion of the Warrants are held by parties who are considered to be "related parties" of the Company. Therefore, the amendment of Warrants constitutes a "related party transaction" as contemplated by Multilateral Instrument 61-101 Protection of Minority Shareholders in Special Transactions, and TSXV Policy 5.9 - Protection of Minority

Shareholders in Special Transactions. However, the exemptions from formal valuation and minority approval requirements provided for by these guidelines can be relied upon as the fair market value of the Warrants does not exceeds 25% of the market capitalization of the Company. A material change report in respect of this related party transaction will be filed by the Company.

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 600, 520 - 5th Avenue SW
Calgary, AB T2P 3R7

Telephone: (403) 262-3252

9. DATE OF REPORT

DATED at Calgary, Alberta this 27th day of January 2020.