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

February 2, 2022

3. PRESS RELEASE

The press release in regards to the material change was issued on December 14, 2021 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 applied to TSX Venture Exchange to amend the expiry date and exercise price of 5,147,921 warrants issued in connection with a warrant incentive program which closed on October 6, 2020. The TSX Venture Exchange approval was received on February 2, 2022

5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company filed an application with the TSX Venture Exchange (“TSXV”) to amend the expiry date and exercise price of 5,147,921, common share $0.075 purchase warrants issued by the Corporation in connection with warrant incentive program of the Corporation that closed on October 6, 202. The Company proposes to extend the current expiry date of December 31, 2021 to December 31, 2022 and the exercise price to $0.07 TSXV approval was received on February 2, 2022 for the following:

# of Warrants: 3,292,047 (includes 514,792 held by insiders)
Current Expiry Date of Warrants: December 31, 2021
New Expiry Date of Warrants: December 31, 2022
Original Exercise Price of Warrants: $0.075
New Exercise Price of Warrants: $0.070

# of Warrants remaining held by insiders: 1,855,874
Current Expiry Date of Warrants: December 31, 2021
New Expiry Date of Warrants: December 31, 2022
Exercise Price of Warrants: $0.075 (unchanged)

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 $0.0875. 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 17 day of February 2022