51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Sonoran Desert Copper Corporation
2110, 650 West Georgia Street
Vancouver, BC V6B 4N8

Item 2 Date of Material Change

September 23, 2023

Item 3 News Release

The news release dated September 13, 2023 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

The Company has closed a private placement financing.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed a private placement financing for gross proceeds of $818,500.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Brian Leeners, CEO, Sonoran Desert Copper Corporation

Item 9 Date of Report

September 13, 2023

SEPTEMBER 13, 2023 **NEWS RELEASE** **TSXV: SDCU**

SONORAN DESERT COPPER CORPORATION
APPROVED TO CLOSE PRIVATE PLACEMENT FINANCING

Vancouver, B.C.: Sonoran Desert Copper Corporation ("**SDCU**" or the "**Company**") (**TSXV: SDCU**) announces that, further to the August 28, 2023 news release, it has received TSX Venture Exchange approval to close its $0.05 Unit Private Placement Financing (the "Financing").

CLOSING $0.05 UNIT PRIVATE PLACEMENT FINANCING

The Company will now issue 16,370,000 $0.05 Units, each unit consisting of one common share of the Company and one common share purchase warrant, with each warrant being exercisable for an additional common share at an exercise price of 10 cents for 36 months. The warrants are subject to the right of the Company to accelerate the exercise of the warrants if the shares of the Company trade at or above 50 cents for a period of 10 consecutive trading days. All securities issued pursuant to the financing are subject to a four-month hold.

Nexvu Capital Corp., a company beneficially owned by insiders of the Company, has subscribed for 1,200,000 Units, or $60,000, that portion of the financing a "related party transaction" as such term is defined under MI 61-101 – Protection of Minority Security Holders in Special Transactions. The Company is relying on exemptions from the formal valuation requirement of MI-61-101 under sections 5.5(a) and (b) of MI 61-101 in respect of the transaction as the fair market value of the transaction, insofar as it involves the interested party, is not more than 25% of the Company's market capitalization.

Cash finders' fees totaling $3,440 will be paid and 68,800 non-transferable broker warrants exercisable at $0.10 for 36 months will be issued to Leede Jones Gables Inc.

Proceeds raised in the Financing are being allocated for general working capital, to the Company's Red Lake Property located in Ontario, and to the Company's Cuatro Hermanos Porphyry Copper Project located in Sonora, Mexico (the "4H Project").

While the Company has filed documentation with the TSX Venture Exchange (the "Exchange") for their review and acceptance of the 4H Project, the Exchange has to date, provided only Conditional Acceptance subject to their review of the pending 43-101 Technical Report for the 4H Project. The 43-101 Technical Report is in process and expected to be delivered before the 15th of September.

The Exchange has not granted Final Acceptance of the transaction. Full details and an update of the transaction have been disclosed in the Company's February 9, 2023 and September 6, 2023 news releases. The Company has obtained the consent of all subscribers that they are willing to subscribe to the private placement, notwithstanding the pending acceptance of the 4H Project. Further, all subscribers have been advised that there is no guarantee that the Exchange will approve the 4H Project.

About Sonoran Desert Copper Corporation

Sonoran Desert Copper Corporation is focused on the development of its energy metals project portfolio including the South Uchi lithium project in Red Lake, Ontario, Canada and the Cuatro Hermanos copper / molybdenum porphyry project in Sonora, Mexico (the "4H Property")

On behalf of the Board of Directors of
SONORAN DESERT COPPER CORPORATION

"Brian Leeners"

Brian Leeners, CEO & Director
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FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements.