

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

May 2, 2024

Item 3 News Release

The news release dated May 2, 2024 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 been issued a Management Cease Trade Order.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has been issued a management Cease Trade Order for failing to file its Annual Financial Statements, Management Discussion & Analysis, and Officer Certificates by the April 29, 2024 filing deadline.

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, Prime Meridian Resources Corp.

Item 9 Date of Report

May 2, 2024

May 2, 2024

NEWS RELEASE

TSXV: SDCU

**SONORAN DESERT COPPER CORPORATION
ISSUED MANAGEMENT CEASE TRADE ORDER**

Vancouver, B.C.: Sonoran Desert Copper Corporation ("SDCU" or the "Company") (TSXV: SDCU) (NEWSFILE) announces that it was not able to file its Audited Annual Financial Statements, associated Management's Discussion and Analysis, and CEO and CFO Certificates relating to the Audited Annual Financial Statements, for the year ended December 31, 2023, as required by Part 4 of National Instrument 51-102 Continuous Disclosure Obligations by the filing deadline of April 29, 2024. (the "Default").

The Company therefore applied to the British Columbia Securities Commission (the "**Principal Regulator**"), the Alberta Securities Commission, and the Autorite des marches financiers (Quebec) pursuant to Part 4 of the National Policy 12-203 ("**NP 12-203**") for a Management Cease Trade Order ("**MCTO**") as an alternative to a general Cease Trade Order ("**CTO**") in connection with the Default of the Required Filings. The MCTO was granted May 2, 2024 (full details of the MCTO are under the Company's SEDAR+ profile at www.sedarplus.ca) and it will remain in effect until the Default is remedied. The issuance of a MCTO generally does not affect the ability of persons who have not been directors, officers, or insiders of the Company to trade in their securities.

The Company has engaged an auditor to remedy the Default. The auditors have commenced work on the Company's annual financial statements and accompanying MD&A and it is anticipated that the Audited Annual Financial Statements with accompanying MD&A and Officer Certificates as at and for the year ended December 31, 2023 will be filed on SEDAR+ by June 28, 2024.

The Company confirms that it will satisfy the provisions of the alternative information guidelines under NP 12-203 by issuing bi-weekly default status reports in the form of news releases for so long as it remains in default of the filing requirements described above.

The Company has not taken any steps towards any insolvency proceeding and the Company confirms that there is no material information relating to its affairs that has not been generally disclosed.

The MCTO prohibits trading in securities of the Company, whether direct or indirect, by:

- (a) the Company's Chief executive Officer
- (b) the Company's Chief Financial Officer
- (c) the members of the board of directors of the Company or other persons or companies who had, or may have had, access directly or indirectly to any material fact or material change with respect to the Company that has not been generally disclosed.

Should the Company fail to make its required Filings on or before June 28, 2024, the Principal regulator can impose a cease trade order that all trading in securities of the Company cease for such period of time as the Principal Regulator may deem appropriate.

ABOUT SONORAN DESERT COPPER CORPORATION

Sonoran Desert Copper Corporation is focused on securing, developing and monetizing assets in the copper sector to build shareholder value.

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

"Brian Leeners"

Brian Leeners, CEO & Director
brianleeners@gmail.com / +1 604-862-4184 (WhatsApp)

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."

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.