

**SONORO GOLD CORP.**

**SUBSCRIPTION AGREEMENT FOR UNITS**

The undersigned (the “**Subscriber**”) hereby irrevocably subscribes for and agrees to purchase from Sonoro Gold Corp. (the “**Corporation**”), and the Corporation agrees to issue and sell to the Subscriber, that number of units of the Corporation (the “**Units**”) set out below at a price of \$0.18 per Unit (the “**Subscription Price**”), on and subject to the terms and conditions set out herein. Each Unit will comprise one (1) common share in the capital of the Corporation (a “**Unit Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant shall entitle the holder thereof to acquire one (1) common share in the capital of the Corporation (a “**Warrant Share**”) at an exercise price of \$0.30 per Warrant Share (the “**Warrant Price**”) until 5:00 p.m. (Vancouver time) on the date that is twenty-four (24) months following the Closing Date (as defined herein). Each of the Subscriber and the Corporation agrees to be bound by the terms and conditions set forth in the attached “Terms and Conditions of Subscription for Units” including without limitation the representations, warranties and covenants set forth herein and in the applicable schedules and appendices attached hereto. Each of the Subscriber and the Corporation further agrees, without limitation, that the other party hereto may rely upon such party’s representations, warranties and covenants contained herein and in such documents. The parties hereto acknowledge that this subscription is part of an offering by the Corporation of up to 11,111,111 Units, subject to approval and adjustment by the TSX Venture Exchange for gross proceeds in the amount of up to \$2,000,000 (the “**Offering**”).

**PLEASE COMPLETE ALL INFORMATION AS APPLICABLE**

<b><u>Details of Subscriber (to be completed by all Subscribers):</u></b>
(Name of Subscriber - please print)
Signature: <div style="text-align: center;">(Authorized Signature)</div>
(If the Subscriber is a corporation or other entity, print the title of the individual who signed above)
(Subscriber's Address)
(Subscriber's Address)
(Telephone Number)
(E-Mail Address)

<b><u>Subscription Details (to be completed by all Subscribers):</u></b>
Number of Units:
Aggregate Subscription Price: \$
(the “Subscription Amount”)

<b><u>Details of Beneficial Purchaser (if not the same as Subscriber):</u></b>
(Name of Beneficial Purchaser)
(Beneficial Purchaser's Address)
(Beneficial Purchaser's Telephone Number)
(Beneficial Purchaser's E-mail Address)
(the “ <b>Disclosed Principal</b> ”)

**Register the Units as set forth below (to be completed by all Subscribers):**

(Name)

(Account reference, if applicable)

(Address)

(Address)

**Deliver the Units as set forth below (to be completed by all Subscribers):**

(Name)

(Account reference, if applicable)

(Contact Name)

(Address)

(Address)

**Present Ownership of Securities (to be completed by all Subscribers):**

The Subscriber *[check appropriate box]*:

- does not own directly or indirectly, or exercise control or direction over, Common Shares of the Corporation or securities convertible into Common Shares of the Corporation; or
- owns directly or indirectly, or exercises control or direction over, \_\_\_\_\_ Common Shares of the Corporation and \_\_\_\_\_ convertible securities entitling the holder thereof to acquire an additional \_\_\_\_\_ Common Shares of the Corporation.

**Insider Status (to be completed by all Subscribers):**

The Subscriber is *[check appropriate box]*:

- an "Insider" of the Corporation as defined in the *Securities Act* (British Columbia), where "Insider" means:
- (a) a director or officer of the Corporation;
  - (b) a director or officer of a person or company that is itself an insider or subsidiary of the Corporation;
  - (c) a person or company that has:
    - (i) beneficial ownership of, or control or direction over, directly or indirectly, securities of the Corporation carrying more than 10 percent of the voting rights attached to all the Corporation's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution, or
    - (ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly, securities of the Corporation carrying more than 10 per cent of the voting rights attached to all the Corporation's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution; or
  - (d) a person or company designated as an insider of the Corporation in an order.
- not an "Insider" of the Corporation.

**Registrant Status (to be completed by all Subscribers):**

The Subscriber is *[check appropriate box]*:

- a “Registrant”, defined as a person registered or required to be registered under any securities legislation in Canada, including a dealer, adviser or investment fund manager; or
- not a Registrant.

**Member of “Pro Group” (to be completed by all Subscribers):**

The Subscriber is *[check appropriate box]*:

- a Member of the “Pro Group” as defined in the TSX Venture Exchange Corporate Finance Manual, where “Pro Group” means:
1. Subject to subparagraphs (2), (3) and (4), “Pro Group” shall include, either individually or as a group:
    - (a) the member (i.e. a member of the TSX Venture Exchange under the TSX Venture Exchange requirements);
    - (b) employees of the member;
    - (c) partners, officers and directors of the member;
    - (d) affiliates of the member; and
    - (e) associates of any parties referred to in subparagraphs (a) through (d).
  2. The TSX Venture Exchange may, in its discretion, include a person or party in the Pro Group for the purposes of a particular calculation where the TSX Venture Exchange determines that the person is not acting at arm's length to the member.
  3. The TSX Venture Exchange may, in its discretion, exclude a person from the Pro Group for the purposes of a particular calculation where the TSX Venture Exchange determines that the person is acting at arm's length to the member.
  4. The TSX Venture Exchange may deem a person who would otherwise be included in the Pro Group pursuant to subparagraph (1) to be excluded from the Pro Group where the TSX Venture Exchange determines that:
    - (a) the person is an affiliate or associate of the member acting at arm's length of the member;
    - (b) the associate or affiliate has a separate corporate and reporting structure;
    - (c) there are sufficient controls on information flowing between the member and the associate or affiliate; and
    - (d) the member maintains a list of such excluded persons; or
- not a member of the Pro Group.

**Corporate Placee Registration Form (to be completed by all Subscribers who are not individuals and who currently hold, or will on completion of the Offering, will hold more than 5% of the issued and outstanding Common Shares of the Corporation)**

The Subscriber *[check appropriate box]*:

1. has a current Corporate Placee Registration Form on file with the TSX Venture Exchange; or
2. has completed and returned with this Subscription a duly executed Form 4C Corporate Placee Registration Form (Appendix 3 to this Subscription Agreement) for filing with the TSX Venture Exchange.

**IN WITNESS WHEREOF** the Subscriber has executed, or caused its duly authorized representative to execute, this Agreement the \_\_\_\_\_ day of \_\_\_\_\_, 2021

Sign here if Subscriber is an **individual**:

Sign here if Subscriber is **not an individual**:

\_\_\_\_\_  
Signature of Subscriber

\_\_\_\_\_  
Name of Subscriber (corporation, LLC, LP, etc.)

\_\_\_\_\_  
Name of Subscriber

Per:

\_\_\_\_\_  
Signature of authorized representative

\_\_\_\_\_  
Name & Title of Authorized Representative

**IMPORTANT:**

**The Subscriber must also complete and sign category or categories on the following Schedules that apply to you.**

- SCHEDULE IA - Accredited Investor – Representation Letter
- SCHEDULE IB – Accredited Investor – Status Certificate
- SCHEDULE IC - Risk Acknowledgment – Form 45-106F9 (**to be completed if the Subscriber is an individual (i.e. not a corporation or other legal entity) in Canada and an accredited investor under clauses (a), (c) or (d) of Schedule IB.**)
- SCHEDULE IIA - Family, Friends and Business Associates – Representation Letter
- SCHEDULE IIB - Family, Friends and Business Associates – Status Certificate
- SCHEDULE III - International Subscriber Confirmation (**to be completed if the Subscriber is a resident in a jurisdiction other than Canada.**)

**CORPORATION ACCEPTANCE**

On and subject to the “Terms and Conditions of Subscription for Units” attached hereto, the Corporation hereby accepts the subscription as set forth above.

Dated: \_\_\_\_\_, 2021.

**SONORO GOLD CORP.**

Per: \_\_\_\_\_  
Signature  
Title:

**SCHEDULE IA**

**Accredited Investor - Representation Letter**

In connection with the purchase by the undersigned subscriber (the “**Subscriber**”) of the Units and the execution by the Subscriber of the Subscription Agreement, which this Representation Letter forms a part of, the Subscriber hereby represents, warrants and certifies to the Corporation (on its own behalf and, if the Subscriber is purchasing as agent for a Disclosed Principal, on behalf of the Disclosed Principal), and acknowledges that the Corporation and its counsel are entitled to rely thereon that:

- (i) the Subscriber is resident in the jurisdiction set out as the “Subscriber's Address” on the face page of the Subscription Agreement and if the Subscriber is purchasing as agent for a beneficial purchaser (the “**Disclosed Principal**”), the Disclosed Principal is resident in the jurisdiction set out as the “Beneficial Purchaser's Address” on the face page of the Subscription Agreement;
- (ii) the Subscriber is (a) purchasing the Units as principal for its own account, (b) deemed to be purchasing the Units as principal in accordance with section 2.3(2) or (4) of NI 45-106 – *Prospectus Exemptions* (“**NI 45- 106**”), or (c) acting as agent for a Disclosed Principal who is purchasing the Units as principal for its own account;
- (iii) the Subscriber (or if the Subscriber is purchasing as agent for a Disclosed Principal, the Disclosed Principal) is, and will be at the Closing Time, an “accredited investor” within the meaning of NI 45-106 or the *Securities Act* (Ontario) by virtue of satisfying the indicated criterion as set out in Accredited Investor Status Certificate (the “**Accredited Investor Status Certificate**”) on pages 7 to 9 hereof;
- (iv) the Subscriber (or if the Subscriber is purchasing as agent for a Disclosed Principal, the Disclosed Principal) fully understands the meaning of the terms and conditions of the category of “accredited investor” applicable to it and confirms that it has reviewed and understands the definitions and interpretation contained in Appendix 1 attached hereto in respect of the category of “accredited investor” applicable to it as indicated in the Accredited Investor Status Certificate and, in particular, if the Subscriber (or if the Subscriber is purchasing as agent for a Disclosed Principal, the Disclosed Principal) is an “accredited investor” by virtue of satisfying paragraph (a) or (b) of the Accredited Investor Status Certificate, it has reviewed and understands the definitions of “related liabilities” and “financial assets”, as applicable, contained in Appendix 1 attached hereto;
- (v) the Subscriber (or if the Subscriber is purchasing as agent for a Disclosed Principal, the Disclosed Principal) was not created, and is not used, solely to purchase or hold securities as an accredited investor as described in paragraph (m) of the definition of “accredited investor” in NI 45-106;
- (vi) if the Subscriber (or if the Subscriber is purchasing as agent for a Disclosed Principal, the Disclosed Principal) is an “accredited investor” by virtue of satisfying paragraph (a), (c), or (d) on the Accredited Investor Status Certificate, it acknowledges that it needs to complete the Risk Acknowledgement Form 45-106F9 for Individual Accredited Investors (the “**Form for Individual Accredited Investor**”) on pages 12 and 13 hereof; and
- (vii) upon execution of this Representation Letter by the Subscriber, this Representation Letter and the Accredited Investor Status Certificate and, if applicable, the Form for Individual Accredited Investors, shall be incorporated into, and form a part of, this Subscription Agreement and the Corporation shall be entitled to rely thereon.

Dated: \_\_\_\_\_, 2021.

\_\_\_\_\_  
Print Name of Subscriber

By: \_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name and Title of Signatory  
(if different from Subscriber)

\_\_\_\_\_  
Title

**SCHEDULE IB**

**Accredited Investor - Status Certificate**

Please refer to the definitions and interpretation, as applicable, of the terms used below in Appendix 1. If you are unsure as to the meanings of any of the terms used below, or are unsure as to the applicability of any category below, please contact your broker and/or legal advisor before completing this certificate.

In connection with the subscription for Units, the Subscriber represents and warrants that the Subscriber is an “accredited investor” as defined in NI 45-106 or the *Securities Act* (Ontario) by virtue of being (**check one**):

<input type="checkbox"/>	(a) an individual who, either alone or with a spouse, beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$1,000,000 ( <b>note: check only if you do not qualify under option (b) immediately below</b> ), <b><u>AND THE SUBSCRIBER HAS COMPLETED AND SIGNED THE RISK ACKNOWLEDGEMENT – FORM 45-106F9 ATTACHED HERETO;</u></b>
<input type="checkbox"/>	(b) an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5,000,000;  <i>(Note: if individual accredited investors wish to purchase through wholly-owned holding companies or similar entities, such purchasing entities must qualify under section (e) or (f) below, which must be initialed.)</i>  <i>(Note: For the purposes of sections (a) and (b) “financial assets” means cash, securities, or a contract of insurance, a deposit or an evidence of deposit that is not a security for the purposes of security legislation. “Related assets” means liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets or liabilities that are secured by financial assets).</i>
<input type="checkbox"/>	(c) an individual whose net income before taxes exceeded \$200,000 in each of the 2 most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of the 2 most recent calendar years and who, in either case, reasonably expects to exceed that net income level in the current calendar year, <b><u>AND THE SUBSCRIBER HAS COMPLETED AND SIGNED THE RISK ACKNOWLEDGEMENT – FORM 45-106F9 ATTACHED HERETO;</u></b>
<input type="checkbox"/>	(d) an individual who, either alone or with a spouse, has net assets of at least \$5,000,000, <b><u>AND THE SUBSCRIBER HAS COMPLETED AND SIGNED THE RISK ACKNOWLEDGEMENT – FORM 45-106F9 ATTACHED HERETO;</u></b>
<input type="checkbox"/>	(e) a person, other than an individual or investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements;
<input type="checkbox"/>	(f) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors (as defined in NI 45-106);
<input type="checkbox"/>	(g) (i) except in Ontario, a Canadian financial institution, or a Schedule III bank;  (ii) in Ontario, (A) a bank listed in Schedule I, II or III to the <i>Bank Act</i> (Canada); (B) an association to which the <i>Cooperative Credit Association Act</i> (Canada) applies or a central cooperative credit society for which an order has been made under subsection 473(1) of that Act; or (C) a loan corporation, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative or credit union league or federation that is authorized by a statute of Canada or Ontario to carry on business in Canada or Ontario, as the case may be;
<input type="checkbox"/>	(h) the Business Development Bank of Canada incorporated under the <i>Business Development Bank of Canada Act</i> (Canada);
<input type="checkbox"/>	(i) a subsidiary of any person referred to in paragraphs (g) or (h), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary;

<input type="checkbox"/>	(j) a person registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer;
<input type="checkbox"/>	(k) an individual registered under the securities legislation of a jurisdiction of Canada as a representative of a person referred to in paragraph (j);
<input type="checkbox"/>	(l) an individual formerly registered under the securities legislation of a jurisdiction of Canada, other than an individual formerly registered solely as a representative of a limited market dealer under one or both of the <i>Securities Act</i> (Ontario) or the <i>Securities Act</i> (Newfoundland and Labrador);
<input type="checkbox"/>	(m) the Government of Canada or a jurisdiction of Canada, or any crown corporation, agency or wholly owned entity of the Government of Canada or a jurisdiction of Canada;
<input type="checkbox"/>	(n) a municipality, public board or commission in Canada and a metropolitan community, school board, the <i>Comité de gestion de la taxe scolaire de l'île de Montréal</i> or an intermunicipal management board in Québec;
<input type="checkbox"/>	(o) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government;
<input type="checkbox"/>	(p) a pension fund that is regulated by the Office of the Superintendent of Financial Institutions (Canada), a pension commission or similar regulatory authority of a jurisdiction of Canada;
<input type="checkbox"/>	(q) an investment fund that distributes or has distributed its securities only to <ul style="list-style-type: none"> <li>(a) a person that is or was an accredited investor at the time of the distribution;</li> <li>(b) a person that acquires or acquired securities in the circumstances referred to in Sections 2.10 [<i>Minimum amount investment</i>], or 2.19 [<i>Additional investment in investment funds</i>] of NI 45-106; OR</li> <li>(c) a person described in paragraph (i) or (ii) that acquires or acquired securities under Section 2.18 [<i>Investment fund reinvestment</i>] of NI 45-106;</li> </ul>
<input type="checkbox"/>	(r) an investment fund that distributes or has distributed securities under a prospectus in a jurisdiction of Canada for which the regulator or, in Québec, the securities regulatory authority, has issued a receipt;
<input type="checkbox"/>	(s) a trust company or trust corporation registered or authorized to carry on business under the <i>Trust and Loan Companies Act</i> (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a fully managed account managed by the trust company or trust corporation, as the case may be;
<input type="checkbox"/>	(t) a person acting on behalf of a fully managed account managed by that person, if that person is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;
<input type="checkbox"/>	(u) a registered charity under the <i>Income Tax Act</i> (Canada) that, in regard to the trade, has obtained advice from an eligibility adviser or an adviser registered under the securities legislation of the jurisdiction of the registered charity to give advice on the securities being traded;
<input type="checkbox"/>	(v) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (g) to (j) or paragraph (p) in form and function;
<input type="checkbox"/>	(w) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser;
<input type="checkbox"/>	(x) a person that is recognized or designated by the securities regulatory authority or, except in Ontario and Québec, the regulator as an accredited investor; or



<input type="checkbox"/>	(y) a trust established by an accredited investor for the benefit of the accredited investor's family members of which a majority of the trustees are accredited investors and all of the beneficiaries are the accredited investor's spouse, a former spouse of the accredited investor or a parent, grandparent, brother, sister, child or grandchild of that accredited investor, of that accredited investor's spouse or of that accredited investor's former spouse;
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The Subscriber agrees and covenants to provide the Corporation with such reasonable information as the Corporation may request from time to time to confirm that the Subscriber qualifies for the category of accredited investor indicated above.

*[Remainder of page intentionally left blank.]*

**SCHEDULE IC**

**RISK ACKNOWLEDGEMENT - FORM 45-106F9**  
*for Individual Accredited Investors*

**WARNING!**

**This investment is risky. Don't invest unless you can afford to lose all the money you pay for this investment.**

<b>SECTION 1 TO BE COMPLETED BY THE ISSUER OR SELLING SECURITY HOLDER</b>	
<b>1. About your investment</b>	
Type of securities: <b>UNITS</b> (each consisting of one (1) common share of the Corporation and one (1) common share purchase warrant)	Issuer: <b>SONORO GOLD CORP.</b>
Purchased from: <b>ISSUER</b>	
<b>SECTIONS 2 TO 4 TO BE COMPLETED BY THE PURCHASER</b>	
<b>2. Risk acknowledgement</b>	
This investment is risky. Initial that you understand that:	<b>Your initials</b>
<b>Risk of loss</b> – You could lose your entire investment of \$ _____. <i>[Instruction: Insert the total dollar amount of the investment.]</i>	
<b>Liquidity risk</b> – You may not be able to sell your investment quickly – or at all.	
<b>Lack of information</b> – You may receive little or no information about your investment.	
<b>Lack of advice</b> – You will not receive advice from the salesperson about whether this investment is suitable for you unless the salesperson is registered. The salesperson is the person who meets with, or provides information to, you about making this investment. To check whether the salesperson is registered, go to <a href="http://www.aretheyregistered.ca">www.aretheyregistered.ca</a> .	
<b>3. Accredited investor status</b>	
You must meet at least <b>one</b> of the following criteria to be able to make this investment. Initial the statement that applies to you. (You may initial more than one statement.) The person identified in section 6 is responsible for ensuring that you meet the definition of accredited investor. That person, or the salesperson identified in section 5, can help you if you have questions about whether you meet these criteria.	<b>Your initials</b>
• Your net income before taxes was more than \$200,000 in each of the 2 most recent calendar years, and you expect it to be more than \$200,000 in the current calendar year. (You can find your net income before taxes on your personal income tax return.)	
• Your net income before taxes combined with your spouse's was more than \$300,000 in each of the 2 most recent calendar years, and you expect your combined net income before taxes to be more than \$300,000 in the current calendar year.	
• Either alone or with your spouse, you own more than \$1 million in cash and securities, after subtracting any debt related to the cash and securities.	
• Either alone or with your spouse, you have net assets worth more than \$5 million. (Your net assets are your total assets (including real estate) minus your total debt.)	

<b>4. Your name and signature</b>	
By signing this form, you confirm that you have read this form and you understand the risks of making this investment as identified in this form.	
First and last name (please print):	
Signature:	Date:
<b>SECTION 5 TO BE COMPLETED BY THE SALESPERSON</b>	
<b>5. Salesperson information</b>	
<i>[Instruction: The salesperson is the person who meets with, or provides information to, the purchaser with respect to making this investment. That could include a representative of the issuer or selling security holder, a registrant or a person who is exempt from the registration requirement.]</i>	
First and last name of salesperson (please print):	
Telephone:	Email:
Name of firm (if registered):	
<b>SECTION 6 TO BE COMPLETED BY THE ISSUER OR SELLING SECURITY HOLDER</b>	
<b>6. For more information about this investment</b>	
<p>Sonoro Gold Corp.  Suite 408 – 470 Granville Street  Vancouver, BC, Canada V6C 1V5</p> <p>Attention: Kenneth MacLeod - President &amp; CEO  E-mail: <a href="mailto:ken@sonorogold.com">ken@sonorogold.com</a>  Website: <a href="https://www.sonorogold.com/">https://www.sonorogold.com/</a>  Telephone: (604) 632-1764</p> <p><b>For more information about prospectus exemptions, contact your local securities regulator. You can find contact information at <a href="http://www.securities-administrators.ca">www.securities-administrators.ca</a>.</b></p>	

**Form instructions:**

1. The information in sections 1, 5 and 6 must be completed before the purchaser completes and signs the form.
2. The purchaser must sign this form. Each of the purchaser and the issuer or selling security holder must receive a copy of this form signed by the purchaser. The issuer or selling security holder is required to keep a copy of this form for 8 years after the distribution.