SONORO METALS CORP.

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2014

Suite 800 – 789 West Pender St Vancouver, BC, V6C 1H2

1.0 INTRODUCTION

This Management's Discussion and Analysis ("MD&A") includes financial information from, and should be read in conjunction with, the audited consolidated financial statements of Sonoro Metals Corp ("the Company" or "Sonoro") for the years ended December 31, 2014 and 2013. This MD&A was prepared with information available to April 24, 2015. Additional information and disclosure relating to the Company can be found on SEDAR at www.sedar.com.

2.0 FORWARD LOOKING STATEMENTS

This MD&A contains "forward-looking statements" within the meaning of applicable Canadian securities legislation, which include all statements other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company's anticipated results and developments in the Company's operations in future periods
- planned exploration and development of its mineral properties
- planned expenditures and budgets
- evaluation of the potential impact of future accounting changes
- estimates concerning share-based compensation and carrying value of properties
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the related property is developed.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company's dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company's lack of operating revenues;

- the Company's ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- jurisdiction operating risks which can over time include changes in political, economic, regulatory and taxation regimes;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- fluctuations in the currency markets;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company's operations;
- risks related to the Company's dependence on key personnel; and
- estimates used in the Company's consolidated financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

3.0 DESCRIPTION OF BUSINESS

Sonoro Metals Corp. ("Sonoro" or the "Company") was incorporated in Ontario on November 30, 1944 under the Company Act of Ontario. On January 15, 2007, the Company was issued a Certificate of Continuation by the Province of British Columbia. The Company's principal business activity is the acquisition, exploration and development of exploration and evaluation assets. The Company is a publicly–traded company listed on the TSX Venture Exchange under the symbol "SMO".

The Company has financed its current exploration and development activities principally by the issuance of common shares. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

4.0 HIGHLIGHTS

- On July 14, 2014, the Company completed a consolidation of the common shares of the Company on the basis of two pre-consolidation shares for one post-consolidation share ("Share Consolidation"). Following the consolidation, the total issued and outstanding common shares of the Company is 10,670,919.

- On July 8, 2014 the Company acquired 100% of the common shares outstanding of Minera Breco, S.A. de C.V. ("Breco"), a private Mexican company that holds the San Marcial property, which is comprised of 3 contiguous mineral concessions and option rights to acquire additional mineral concessions. The acquisition price includes total cash payments of $100,000 ($40,000 paid upon acquisition) payable over three years and share issuances of 200,000 common shares (50,000 common shares issued upon acquisition) issuable over three years.

- On November 20, 2014, the Company completed a private placement of 1,666,667 flow-through units (the "Flow-Through Units") at a price of $0.12 per Flow-Through Unit for gross proceeds of $200,000. Each Flow-Through Unit consisted of one share and one share purchase warrant exercisable for a term of three years.

- On November 27, 2014, the Company completed a private placement of 7,000,000 units at a price of $0.10 per unit for gross proceeds of $700,000. Each unit consisted of one share and one share purchase warrant exercisable for a term of three years.

- On December 3, 2014, the Company completed a private placement of 2,865,000 units at a price of $0.105 per unit for gross proceeds of $300,825. Each unit consisted of one share and one share purchase warrant exercisable for a term of three years.

- As at December 31, 2014, the Company had working capital of $1,207,066.

5.0 PROJECT UPDATES

The Company's wholly-owned subsidiary Minera Mar De Plata, S.A. de C.V. ("MMP") holds a 100% interest in the Chipriona and Los Pinos properties, located in Sonora State, Mexico.

Chipriona

Chipriona is comprised of 4 concessions totaling 414 hectares, and adjoins Agnico Eagle's La India and Tarachi deposits. Alamos Gold's Mulatos property is located 15 kms to the southeast, and Penole's exploration property to the northwest. Other than very recent surface mapping and sampling performed on the property by MMP, there has been no modern day exploration of this property; the property has never been drilled.

Two previous mining campaigns mined about 100,000 tons of material from five levels down to a depth of 100 meters below surface. The most recent mining, from 1970-1989, left tailings of about 80,000 tons along with crushing, milling, flotation equipment and infrastructure. This mine development used a flotation mill that was reported to process up to 180 tons per day.

Chipriona is a shallow mesothermal type pyritic polymetallic mineralized zone, displaying epithermal features where the main elements of interest are contained in silver and gold with additional values in lead, copper and zinc. The strong sulfidic replacements are situated within shear zones and in and near porphyritic dikes with broad alteration zones with low grade disseminated halos to the sides of those main zones. Litho-geochemical sampling in 2009 documented the potential of the main Chipriona mineralized shear zone to host significant polymetallic mineralization. A total of 328 rock samples were collected, crossing the main mineralized shear zone on surface and in one underground exposure approximately 80 meters below surface within a significantly altered area measuring approximately 400 meters wide and almost 1,300 meters along strike. Surface sampling in 2009 across the main shear zone yielded results of 189 g/t silver and 0.71 g/t gold over 19.9 meters (including 1.6 meters of 1.61g/t gold and 562 g/t silver) and 100 g/t silver and 0.40 g/t gold over 20 meters. All surface sampling across zones consisted of continuous chip sampling perpendicular to the strike of the shear zone; sample lengths ranged from 0.8 meters to 3.0 meters in length. Sampling at the lowest underground level approximately 80 meters below surface returned values in one crosscut of 460 g/t silver and 0.64 g/t gold over 20 meters from three composite samples taken at the face of the working, oriented perpendicular to strike.

Samples collected from the 2008 work at Pinos and from the 2009 work at Chipriona were placed in 7.5" x 12" cloth or micropore drawstring sample bags and kept in a secure location on field sites, then delivered to preparation facilities in Hermosillo, Mexico. Sample weights varied from 2–3 kilograms. Hand held Garmin GPS instruments were used to obtain and record the UTM coordinate data based on the NAD 27 Mexico map datum. Rock samples were "prepped" by Inspectorate de Mexico, S.A. de C.V. where they were crushed to -10 mesh (2.0 mm), split to obtain a representative sample of about 250 grams, then pulverized to approximately 150 mesh (0.1 mm) in a chrome steel ring mill (Lab code 1-SP-01). Sample pulps were then shipped to Inspectorate Labs in Sparks, Nevada, USA for analysis. The samples were subjected to a gold + 35 element general package in 2009 by Inspectorate and the 2008 samples with the same preparation were submitted for 10 element analyses with ICP, GENX 10 package analysis. Samples were routinely analyzed by ICP-AES using a nitric acid-aqua regia (AR) digestion for the determination of elements, including Au Ag, As, Zn, Cu and Pb. All other elements were determined by multi-element ICP using a nitric acid-aqua regia (AR) digestion. Gold was determined by gold fire assay FA/AAS, silver determined by fire assay gravimetric FA/GRAV and mercury analyses determined by cold vapour atomic absorption. The sample rejects and pulps were short term stored at the lab facilities in Hermosillo and Sparks.

The next phase of exploration will consist mainly of a 12-15 hole 2,500 meter diamond drilling program designed to test the main mineralized shear zone from near surface down to a vertical depth of about 150 meters below surface. Results will be used to provide data for a preliminary resource calculation. This program will also continue property scale evaluation of targets away from the main zone, including the four known sub-parallel structures to the main shear zone, the recently discovered gold porphyry mineralization located in the northwest corner of the property, and the potential for high sulphidation gold mineralization on the south end of the property, which is in close proximity to Agnico Eagles's La India and Tarachi projects.

Los Pinos

The Los Pinos property is 3 kilometers west of Chipriona, in an area exhibiting similar style geology to the main deposits in the vicinity. Host rocks are the typical volcanic layered succession of andesitic composition within which much of the Sierra Madre mineralization is found.

Servicios Industrias Penoles drilled the property around 1980, and used results from the drilling combined with results from extensive underground workings to determine a non 43-101 compliant historical estimate of 743,938 tons @ 208 g/t silver, 2.93% lead, and 7.45% zinc, which was taken from a 1980 report by E. Dominguez ("Dominguez"), project geologist at Peñoles, and was based on work done at the Pinos property at that time by Peñoles, mostly from data from nine drill holes totaling 1,342.95 meters outlining mineralization in three separate polymetallic vein zones, one in the Tajos zone and two veins at the Pinos zone. The method of calculation for the veins at the Pinos zone was stated so as to consider an average 1 meter wide vein incorporating a further 1 meter of dilution on both sides of the vein. The vein at the Tajos zone calculated a 5 meter wide vein zone with an additional 1 meter of dilution on each side of the vein.

In 2008, an unrelated private Mexican company, Minera OPC (whose assets were subsequently acquired by Sonoro in 2011), contracted Dominguez to study and provide a technical report on the Pinos concession in order to update the work he performed at Pinos for Peñoles in 1980. Contract work by Dominguez for Minera OPC included additional surface work resulting from mapping and associated collection of 110 rock chip samples submitted, processed, and analyzed by Inspectorate Laboratory for 4 base metal elements with separate gold geochemical analysis. The additional information was incorporated into the Dominguez technical report along with the older Peñoles data and the historic resource completed for Peñoles in 1980. The report stated that the target of any future drilling was indicated by the surface presence of at least five mineralized veins and two stockwork zones.

Additional information on Pinos was acquired by Dominguez by reviewing open underground workings remaining from a three year development program carried out in 1988 to 1990 by Cream Silver Mines Ltd., consisting of several adits, underground stopes and crosscuts totaling, with older development, nearly 900 meters of workings. The Pinos mine produced an estimated 45,000 tonnes of mineralized rock that was processed in a small onsite 50 tonne per day flotation concentrator mill. Approximately 8,000 – 10,000 tonnes of tailings remain on the property. Little data is available from Cream Silver's work in the mine nor is there a report of the amount and value of production from the mine.

Dominguez' updated 2008 historic estimate contained three categories designated: "probadas, probable, and posibles" which were translated to "measured, indicated, and inferred" by Minera OPC. The historic total of 699,999 tonnes has been categorized as follows: 51,604 tonnes Measured with 125 grams Ag, 3.67% Pb, 4.32% Zn; 204,523 tonnes Indicated and 443,872 tonnes Inferred, both with 125 grams Ag, 3.67% Pb, 4.32% Zn.

A Qualified Person (within the meaning of NI 43-101) has not done sufficient work to classify these historical estimates as current mineral resources and they should not be relied upon.

Mineralization at Los Pinos consists of sulfide rich quartz veins that generally trend north-south with moderate to steep westerly dips. In holes drilled by Penoles, as many as three veins in a set were intersected in angle drilling. Widths of the vein zones are reported from the drilling and underground sampling in those reports to range from 0.3 to 15 meters. Vertical extent may depend on the thickness of the favorable andesitic agglomerate, but many sections show a vertical extent ranging from 50 to 100 meters with good potential for expansion at depth.

San Marcial Property

The Company's wholly-owned subsidiary Breco holds the San Marcial project, located in Sonora State, Mexico, which consists of three contiguous mineral concessions and option rights to acquire an additional contiguous concession.

The San Marcial concessions are situated at the southern end of the prolific Sonora-Mojave Megashear, a regional scale structural system measuring approximately 50 km in width and 500 km in length. Gold mineralization in the San Marcial concession is hosted in Jurassic sedimentary rocks consisting of quartzite, shale and limestone, in addition to younger porphyritic intrusive rocks. Previous work on the San Marcial concessions and in the immediate area date back to the late 1980s when Cominco's Mexican subsidiary performed work that culminated in the drilling of 4 RC holes, results of which are not available. Other small programs were undertaken by Barrick and Campbell Resources, with the latest work done by Queenstake in the mid 1990s. Sonoro plans to perform a comprehensive program on the property beginning with a thorough data compilation followed by a property scale soil geochemical sampling program to aid in delineating anomalous zones in this structurally complex region.

Gold mines in the Megashear have produced over 10 million ounces with about 25 million ounces remaining in resources. Mines in this trend include New Gold's Mesquite Mine near Yuma, Arizona, in addition to several mines located in the northwest corner of Sonora State, including La Herradura (Fresnillo and Newmont); El Chanate (Au Rico Gold); and San Francisco (Timmins Gold).

Subsequent to December 31, 2014 the Company initiated exploration at San Marcial with a Phase 1 exploration program consisting mainly of a wide spaced soil geochemical survey to delineate anomalous zones in this structurally complex region. Soil lines have been established on north-south lines 200 meters apart and samples taken at 50 meter intervals over three lines. Seven specific mineralized structural zones were identified and crossed in the soil sampling, including the old mine prospect areas at San Marcial and Soledad. Underground workings in these two areas have characterization rock chip sample values ranging from .3 to over 4 g/t gold and 7 to over 50 g/t silver; lead values from 700 ppm to over 2 percent; with additional anomalous values of arsenic and mercury. These samples were previously collected by the former owner and analyzed at commercial laboratories, but do not represent a resource.

Monroe Property

On November 6, 2014, the Company entered into an option agreement with Eagle Putt Ventures Inc. ("Eagle Putt") whereby Sonoro can earn a 50% interest in the 1,282 hectare Monroe Property located in the Fort Steele Mining Division in southeastern British Columbia (the "Option"). The Monroe Property is located approximately 20 km south of Cranbrook, British Columbia and 40 km south of the former giant class Sullivan Zinc-Lead-Silver mine. Eagle Putt is a private company, arm's length to Sonoro, and managed by noted Vancouver-based geologists, Gordon and John Leask, who are acting as technical advisors for the Monroe exploration program.

The Monroe Property is situated at the intersection of two major Proterozoic aged crustal structures, specifically the Moyie Fault and the Sullivan Corridor. The Sullivan deposit is hosted in a similar geologic setting. Past work on the Monroe project dates from the discovery of the adjacent Fors Zinc-Lead-Silver massive sulphide prospect in 1966. The most recent investigation comprised a major drill campaign in 1997.

The Sullivan mine operated continuously from 1900 to 2001, yielding 160 million tons of ore grading 6.5% lead, 5.6% zinc and 2 oz/ton silver with a gross metal value at today's prices of approximately CAD$45 billion.

In 2007, following the closure of the Sullivan Mine, the Geological Survey of Canada published an extensive volume including detailed geological studies related to the Sullivan ore body. This information provided the impetus for a re-evaluation of the previous Monroe Property drilling. The property hosts a large volume of Sullivan-type alteration and a gabbro sill-dyke complex fringing a third-order basin, which is developed at the Sullivan Time interval. The depocentre is a 1 km-by-1 km sub-basin which has not been previously evaluated by drilling.

In November 2014, Sonoro commenced a drill program to drill one hole to a target depth of 1,200 meters to test two specific stratigraphic intervals within the sub-basin, namely the Sullivan Time interval and the Sullivan Footwall Quartzite interval. The drilling encountered technical difficulties at approximately 850 metres depth and completion of the hole was delayed until after the year-end.

Subsequent to December 31, 2014, the drill hole at the Monroe Property was completed. The hole was drilled to a final depth of 1,114 meters passing through both the "Sullivan Time Horizon" and the lower targeted sequence. Although no base metal mineralization was encountered in either horizon, significant geologic data was obtained. No further drilling is planned for the western side of the 1,282 hectare Monroe property.

6.0 RESULTS OF OPERATIONS

Twelve months ended December 31, 2014, compared to the twelve months ended December 31, 2013.

The Company recorded a net loss and comprehensive loss of $620,051 ($0.05 loss per common share) for the twelve months ended December 31, 2014 (the “current year”) compared to a net loss and comprehensive loss of $285,539 ($0.03 loss per common share) during the twelve months ended December 31, 2013 (the “comparative year”), an increase of $334,512, as explained in the following paragraphs.

- Consulting fees were $22,259 higher in the current year ($184,379) when compared to the comparative year ($162,120). The Company incurred additional consulting fees during the current year as a result of an increase in the Company’s business activities.

- Exploration expenditures were $210,461 higher in the current year ($210,461) when compared to the comparative year ($nil). The Company incurred exploration expenditures of $171,772 relating to the drill program on the Monroe property and $8,872 and $29,817 for geological services relating to the Company’s Chipriona and San Marcial projects, respectively.

- Legal and audit fees were $9,650 higher in the current year ($71,337) when compared to the comparative year ($61,687). The Company incurred additional legal fees in the current year as a result of the acquisition of Brecco and relating to the signing of Monroe Property option agreement, which was offset by a reduction in audit fees.

- Travel and promotion was $8,600 lower in the current year ($8,252) when compared to the comparative year ($16,852), which is a result of the Company reducing the level of travel during the current year.

- Share-based payments, a non-cash expense, were $64,920 higher in the current year ($64,920) when compared to the comparative year ($nil). The increase is a result of an increase in the number stock options issued and having vested in the current year when compared to the comparative year; no options were granted in the comparative year.

- Write down of receivables was $24,319 higher in the current year ($24,319) when compared to the comparative year ($nil). The increase is a result of the Company writing off its aged Mexican IVA receivable. The Company is still claiming the receivable amount from the Mexican government and should any amount be received in the future the Company will record it as a recovery in the period in which it is received.

7.0 FOURTH QUARTER

Three months ended December 31, 2014 ("current period"), compared to the three months ended December 31, 2013 ("comparative period").

- Consulting fees were $35,290 higher in the current period ($105,360) when compared to the comparative period ($70,070). The Company incurred additional consulting fees during the current period as a result of an increase in the Company's business activities.

- Share-based payments, a non-cash expense, were $42,250 higher in the current period ($42,250) when compared to the comparative period ($nil). The increase is a result of an increase in the number stock options issued and having vested in the current period when compared to the comparative period; no options were granted in the comparative period.

- Office and administration was $6,151 higher in the current period ($15,419) when compared to the comparative period ($9,268), which is a result of the Company incurring additional office expenses relating to increased activities in both Mexico and Canada.

8.0 SELECTED ANNUAL INFORMATION

The following table summarizes information regarding the Company's operations on a yearly basis for the last three years in accordance with IFRS. The Company's reporting currency is Canadian dollars.

<u>For the years ended December 31</u>

	2014	2013	2012
Total revenues (interest & other income)	$4,323	$8,746	$8,928
Loss for the year	(620,051)	$(285,539)	$(488,377)
Loss per share, basic and diluted	$(0.05)	$(0.03)	$(0.02)
Total assets	$3,077,386	$2,383,167	$2,704,960

The nature of the Company's operations has remained unchanged from prior years. The loss for the year of $620,051 was incurred in the normal course of operations.

9.0 SUMMARY OF QUARTERLY RESULTS (unaudited)

The following table summarizes selected information from the Company's unaudited consolidated financial statements, prepared in accordance with International Financial Reporting Standards, for the last eight quarters.

For the quarters ended

	Dec 31, 2014	**Sept 30, 2014**	**Jun 30, 2014**	**Mar 31, 2014**
Total revenues (Interest income)	$866	$1,493	$1,545	$419
Loss for the quarter	($384,828)	($74,111)	($109,023)	($52,089)
Loss for the quarter per share	($0.03)	($0.01)	($0.01)	($0.00)

For the quarters ended

	Dec 31, 2013	**Sep 30, 2013**	**Jun 30, 2013**	**Mar 31, 2013**
Total revenues (Interest income)	$2,078	$2,314	$2,201	$2,153
Loss for the quarter	($119,096)	($50,649)	($84,314)	($31,480)
Loss for the quarter per share	($0.02)	($0.00)	($0.01)	($0.00)

The Company only earns interest income from its cash and cash equivalents, which will vary from period to period depending on their relative balances.

10.0 LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2014, the Company had working capital of $1,207,066 (2013 – $687,914).

The Company's cash and cash equivalents are highly liquid and held at a major Canadian financial institution.

The Company currently has no income from operations and relies on financing through the issuance of additional shares of its common stock. Management has been successful in accessing the equity markets in prior years, but there is no assurance that such sources will be available, on acceptable terms, or at all in the future. Factors which could impact management's ability to access the equity markets include the state of capital markets, market prices for natural resources and the non-viability of the projects.

11.0 SHARE CAPITAL AND DISCLOSURE OF OUTSTANDING SHARE DATA

At December 31, 2014 the authorized share capital was an unlimited number of common shares and there were 22,202,586 common shares issued and outstanding. As at the date of this MD&A the Company had 22,202,586 common shares issued and outstanding.

Stock Options and Warrants

The following summarizes information on the number of stock options outstanding at December 31:

Expiry Date	Exercise Price	2014	2013
May 20, 2014	$ 0.40	-	150,000
December 23, 2016	$ 0.60	637,500	750,000
April 7, 2019	$ 0.20	225,000	-
December 17, 2019	$ 0.10	1,217,500	-
		2,080,000	900,000

As at December 31, 2014 the Company had share purchase warrants outstanding entitling the holders to acquire common shares as follows:

Exercise Price	Expiry Date	Outstanding, December 31, 2013	Issued	Expired	Outstanding, December 31, 2014
$ 0.40	December 20, 2014*	2,137,500	-	(2,137,500)	-
$ 0.60	December 20, 2014**	112,500	-	(112,500)	-
$0.15/$0.20/$0.25	November 20, 2017	-	1,666,667	-	1,666,667
$0.15/$0.20/$0.25	November 27, 2017	-	7,000,000	-	7,000,000
$0.15/$0.20/$0.25	December 3, 2017	-	2,865,000	-	2,865,000
		2,250,000	11,531,667	(2,250,000)	11,531,667

* During the year ended December 31, 2013 these warrants were reduced from $0.60 to $0.40 and the exercise period was extended for a period of one year.

** During the year ended December 31, 2013 these warrants had the exercise period extended for a period of one year.

As at the date of this report, the Company's fully diluted shares outstanding is as follows:

Common shares	22,202,586
Options	2,080,000
Warrants	11,531,667
Fully diluted shares outstanding	35,814,253

12.0 TRANSACTIONS WITH RELATED PARTIES

The consolidated financial statements include the financial statements of Sonoro and its 100% owned subsidiaries, Cap Capital, MMP and Breco.

The Company entered into the following transaction with related parties during the year:

- Rent of $21,000 (2013 - $18,291) was paid to a company with directors in common and is included in office and administration.

At December 31, 2014, $3,570 (2013 - $56,175) is owing to related parties without interest and payable on demand.

Compensation of key management

Key management comprises directors and executive officers. Compensation awarded to key management for the years ended December 31, 2014 and 2013 is as follows:

	2014	2013
Short-term employee benefits	$ 151,000	$ 139,050
Share-based payments	64,920	-
	$ 215,920	$ 139,050

The Company incurred no post-employment benefits, no long-term benefits and no termination benefits.

13.0 OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as of the date of this report.

14.0 PROPOSED TRANSACTIONS

On March 9, 2015, the Company entered into a letter of intent (“LOI”) with Northern Empire Resources Corp. (“Northern Empire”) pursuant to which the Company will enter into an option agreement to acquire a 60% interest in Northern Empire’s Hilltop Gold project (“Hilltop”) located in Alaska, USA. To exercise the option and earn its 60% interest in the Hilltop project, the Company must incur $3,000,000 on exploration activities to advance the Hilltop project and issue 1,000,000 common shares of the Company to Northern Empire, prior to December 31, 2019. During the term of the option, Northern Empire will be the operator of the project.

15.0 CONTRACTUAL OBLIGATIONS

As at December 31, 2014, the Company is commitment to incur qualifying Canadian exploration expenditures of $200,000 with respect to the private placement of flow-through shares completed during the year ended December 31, 2014.

In order for the Company's option agreements to remain in good standing, the Company has the following commitments:

Breco Acquisition

As a result of the acquisition of Breco, Sonoro assumes the original option agreement obligation with the original optionors of the San Marcial property. Future-stage cash payments to an aggregate of $60,000 over two years and share issuances to an aggregate of 150,000 shares over three years to maintain interest in the underlying San Marcial property option agreement will be made at Sonoro's discretion to the vendors of Breco as follows:

	Cash	Shares
July 8, 2015	$30,000	50,000
July 8, 2016	30,000	50,000
July 8, 2017	nil	50,000
	$60,000	150,000

San Marcial

On September 10, 2012, Breco entered into an option agreement with certain vendors (the "Vendors") whereby Breco can enter into a Final Binding Agreement to acquire a 100% interest in an additional concession that is contiguous to the San Marcial project for periodic cash payments of US $180,000 to the Vendors (contingent on the Company continuing to exercise its right to proceed with each subsequent phase) and other consideration*, as follows:

Cash		
Payable September 2012	US $ 10,000	(paid by Breco - $9,837)
Payable on execution of Final Agreement	10,000	(paid in October 2014)
Payable 6 months following Final Agreement	20,000	
Payable 12 months following Final Agreement	20,000	
Payable 18 months following Final Agreement	30,000	
Payable 24 months following Final Agreement	30,000	
Payable 30 months following Final Agreement	30,000	
Payable 36 months following Final Agreement	30,000	
Total	US $180,000	

16.0 RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and has not commenced commercial operations and has no assets other than cash and mineral property agreements under option. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

Precious and Base Metal Price Fluctuations
The profitability of the precious and base metal operations in which the Company has an interest will be significantly affected by changes in the market prices of precious and base metals. Prices for precious and base metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply of the precious and base metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions and political developments. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. Declining market prices for these metals could materially adversely affect the Company's operations and profitability.

Fluctuations in the Price of Consumed Commodities
Prices and availability of commodities consumed or used in connection with exploration, development and mining, such as natural gas, diesel, oil, electricity, cyanide and other reagents fluctuate affecting the costs of exploration in our operational areas. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of various projects.

Foreign Exchange Rate Fluctuations
Operations may be subject to foreign currency exchange fluctuations. The Company to-date has raised its funds through equity issuances which are priced in Canadian dollars. The Company's properties are located in Mexico and as a result exploration expenditures will be denominated in United States dollars and Mexican pesos. The Company may suffer losses due to adverse foreign currency fluctuations.

Competitive Conditions
Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Company may be unable to either compete for or acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

Operating Hazards and Risks
Exploration activities may generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, the following: environmental hazards, industrial accidents, third party accidents, unusual or unexpected geological structures or formations, fires, power outages, labour disruptions, floods, explosions, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, revolution, delays in transportation, inaccessibility to property, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labour and other risks involved in the normal course of exploration activities.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, delayed production and resultant losses, increased production costs, asset write downs, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company's financial position.

Infrastructure
Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploitation or development of the Company's projects will be commenced or completed on a timely basis, if at all.

Exploration and Development
There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or yield new reserves to replace or expand current reserves.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At this time, none of the Company's properties have any defined ore-bodies with proven reserves.

The economics of developing silver, gold and other mineral properties are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of silver, gold or other minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, conditions for precious and base metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

Business Strategy
As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the mining industry. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favourable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

Environmental Factors
All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that any future changes in environmental regulation, will not adversely affect the Company's operations. The costs of compliance with changes in government regulations have the potential to reduce the profitability of future operations. Environmental hazards that may have been caused by previous or existing owners or operators may exist on the Company's mineral properties, but are unknown to the Company at the present.

Title to Assets
Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

Uncertainty of Funding
The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Agreements with Other Parties

The Company has entered into agreements with other parties relating to the exploration, development and production of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

Potential Conflicts of Interest

The directors and officers of the Company may serve as directors and/or officers of other public and private companies, and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Third Party Reliance

The Company's rights to acquire interests in certain mineral properties may have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

Assurance on the Consolidated Financial Statements

We prepare our financial reports in accordance with accounting policies and methods prescribed by IFRS. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies and practices are described in more detail in the notes to our consolidated financial statements for the year ended December 31, 2014. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, we have implemented and continue to analyze our internal control systems for financial reporting. Although we believe our financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, we cannot provide absolute assurance in that regard.

General Economic Conditions
The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold and silver mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

Substantial Volatility of Share Price
In recent years, the securities markets have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its yearly financial reports.

Potential dilution of present and prospective shareholdings
In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

17.0 CRITICAL ACCOUNTING POLICIES AND MANAGEMENT ESTIMATES

The preparation of the consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reported periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

18.0 FUTURE ACCOUNTING STANDARDS

Changes to accounting policies

The following accounting standards and amendments to existing standards were adopted effective January 1, 2014:

International Accounting Standard (“IAS”) 32 *Financial Instruments: Presentation* clarifies certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- The meaning of “currently has a legally enforceable right of set-off”;
- The application of simultaneous realization and settlement;
- The offsetting of collateral amounts; and
- The unit of account for applying the offsetting requirements.

Amendments to IAS 36 *Impairment of Assets* reduces the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarifies the disclosures required and introduces and explicit requirement to disclose the discount rate used in determining impairment (or reversals) where the recoverable amount (based on fair value less costs of disposal) is determined using the a present value technique.

The adoption of this standard has not had a significant impact on the Company’s financial position or financial performance.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements. The standards applicable to the Company include the following:

IFRS 9 *Financial Instruments* (2014)

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 *Financial Instruments: Recognition and Measurement*. The standard contains requirements in the following areas:

- **Classification and measurement**. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a "fair value through other comprehensive income" category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39; however, there are differences in the requirements applying to the measurement of an entity's own credit risk.
- **Impairment**. The 2014 version of IFRS 9 introduces an "expected credit loss" model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- **Hedge accounting**. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- **Derecognition**. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

This is applicable to the Company's annual periods beginning January 1, 2018.

***Accounting for Acquisitions of Interests in Joint Operations* (Amendments to IFRS 11)**

Amends IFRS 11 *Joint Arrangements* to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3 *Business Combinations*) to:

- apply all of the business combinations accounting principles in IFRS 3 and other IFRS, except for those principles that conflict with the guidance in IFRS 11
- disclose the information required by IFRS 3 and other IFRS for business combinations.

The amendments apply both to the initial acquisition of an interest in joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not remeasured).

Note: The amendments apply prospectively to acquisitions of interests in joint operations in which the activities of the joint operations constitute businesses, as defined in IFRS 3, for those acquisitions occurring from the beginning of the first period in which the amendments apply. Amounts recognized for acquisitions of interests in joint operations occurring in prior periods are not adjusted.

This is applicable to the Company's annual periods beginning January 1, 2017.

19.0 FINANCIAL INSTRUMENTS

The Company has classified its cash and cash equivalents as fair value through profit and loss; and accounts payable and accrued liabilities and due to related parties, as other financial liabilities.

Fair value

The carrying values of accounts payable and accrued liabilities and due to related parties approximate their fair values due to the short-term nature of these financial instruments. Cash and cash equivalents are measured at their market value in accordance with Level 1 of the fair value hierarchy.

Credit risk

The Company is exposed to credit risk with respect to its cash and cash equivalents. The risk arises from the non-performance of counterparties of contracted financial obligations. Credit risk is mitigated as cash has been placed on deposit with major Canadian and Mexican financial institutions.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents as the majority is held with only a few Canadian and Mexican financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	2014	**2013**
Cash and cash equivalents held at major Canadian financial institutions	$ 1,258,360	$ 774,639
Cash held at major Mexican financial institutions	8,053	5,593
Total cash and cash equivalents	$ 1,266,413	$ 780,232

As at December 31, 2014, the Company held a cashable guaranteed investment certificate of $280,000 (2013 - $90,000) earning interest at prime less 1.95% (2013 - prime less 1.85%), maturing March 19, 2015.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company had working capital at December 31, 2014 in the amount of $1,207,066 (2013 - $687,914).

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(a) Interest rate risk

The Company's cash and cash equivalents consist of cash held in bank accounts. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of December 31, 2014 and 2013.

(b) Foreign currency risk

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars.

The Company is exposed to foreign currency risk with respect to cash and cash equivalents and accounts payable and accrued liabilities as a portion of these amounts are denominated in US dollars and Mexican pesos. The Company has not entered into any foreign currency contracts to mitigate this risk.

As at December 31, 2014 and 2013, the Company's significant exposure to foreign currency risk, based on consolidated statement of financial position carrying values, were to the Mexican peso and the US dollar, as follows:

	2014	
	MXN	USD
Cash	87,023	3,824
Accounts payable and accrued liabilities	(108,650)	-
	(21,627)	3,824
Canadian dollar equivalent	$ (1,701)	$ 4,436

	2013	
	MXN	USD
Cash	7,014	5,358
Accounts payable and accrued liabilities	(149,466)	-
	(142,452)	5,358
Canadian dollar equivalent	$ (11,565)	$ 5,038

The sensitivity analysis of the Company's exposure to foreign currency risk suggests that a 10% change in foreign exchange rates between the Mexican peso, US dollar and Canadian dollar would not have a material impact on loss and comprehensive loss for the years ended December 31, 2014 and 2013.

(c) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

Additional information related to the Company can be found on SEDAR at www.sedar.com.