

**SONORO METALS CORP. (“SONORO” or the “COMPANY”)
Statement of Corporate Governance Principles**

GENERAL

Corporate Governance refers to the policies and structure of the Board of Directors of the Company, whose members are elected by and are accountable to the shareholders of the Company. Good Corporate Governance requires establishing a reasonable degree of independence of the Board from senior management and the adoption of policies to ensure that the Board recognizes the principles of good management of Sonoro. The Board and senior management of Sonoro are committed to corporate governance practices of the highest standards and integrity and will continue to develop our corporate governance practices to ensure that they promote the interests of shareholders and help to contribute effective and efficient decision-making.

COMPOSITION OF THE BOARD OF DIRECTORS

The Board is comprised of directors elected annually by shareholders. The size and composition of the Board reflects a breadth of backgrounds and experience that is important for effective governance of a corporation in the mineral exploration industry.

The Board is not constrained in its access to information, in its deliberations or in its ability to satisfy the mandate established by law to supervise the business and affairs of Sonoro and believes that there are sufficient systems and procedures in place to allow the Board to have a reasonable degree of independence from day-to-day management. The Company has an Audit Committee, comprised of 2 directors that are “independent” as that term is defined in NI 52-110 “Audit Committee”.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors

The Board has the responsibility for the stewardship of Sonoro and to oversee the conduct of the Company’s business. The Board’s fundamental objective is to enhance and preserve long-term shareholder value, to ensure that Sonoro meets its obligations on an ongoing basis and that Sonoro operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests that its other stakeholders may have. In overseeing the conduct of the business, the Board, through the President and Chief Executive Officer, sets the standards of conduct for Sonoro.

Audit Committee

The purpose of the Audit Committee, which is made up of independent members of the Board, is: (i) to ensure that the Company’s senior management has designed and implemented an effective system of internal financial controls, (ii) to review and report on the integrity of the consolidated financial statements of the Company, (iii) to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts, and (iv) to monitor and oversee the independent auditors’ qualifications, independence and activities.

Compensation Committee

The purpose of the Compensation Committee, which is made up of independent members of the Board, is: to assist the Board in discharging its duties relating to compensation of the executive officers of the Company. The Committee’s goal is to enable the Company to attract, retain and motivate talented employees who will contribute to the long term success of the Company, by aligning compensation with market conditions, Company performance and the interest of shareholders.

January 24, 2012