(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JUNE 30, 2024
(Expressed in Canadian Dollars)
(Unaudited)

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited amended condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these amended condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

SONORO GOLD CORP.
(An Exploration Stage Company)
Consolidated statements of financial position
(Expressed in Canadian Dollars)

As at	**Note**		**June 30, 2024**		**December 31, 2023**
Assets					
Current assets					
Cash	4	$	42,920	$	877
Receivables			12,517		10,289
Prepaid expenses			128,981		148,273
			184,418		159,439
Non-current assets					
Right of use asset	5		36,497		67,779
Exploration and evaluation assets	6		5,495,223		4,914,899
Total Assets		$	5,716,138	$	5,142,117
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	7,8	$	2,167,048	$	1,350,136
Due to related parties	8		647,996		500,319
Loans payable	9		4,276,636		3,412,398
Lease liability	5		51,534		60,437
			7,143,214		5,323,290
Non-current liability					
Lease liability	5		-		6,000
Total Liabilities			7,143,214		5,329,290
Shareholders' equity (deficiency)					
Share capital	10		29,668,730		28,521,721
Share-based payment reserve	10		2,005,737		2,005,737
Share subscriptions receivable	10		(1,850,244)		(1,288,944)
Deficit			(31,251,299)		(29,425,687)
			(1,427,076)		(187,173)
		$	5,716,138	$	5,142,117

Approved on behalf of the Board:

"Stephen Kenwood" (signed) *"Ken MacLeod" (signed)*

Stephen Kenwood, Director Ken MacLeod, Director

The accompanying notes are an integral part of these consolidated financial statements.

SONORO GOLD CORP.
(An Exploration Stage Company)
Consolidated statements of loss and comprehensive loss
(Expressed in Canadian Dollars)

	Note	Three Months Ended June 30 2024 $	Three Months Ended June 30 2023 $	Six Months Ended June 30 2024 $	Six Months Ended June 30 2023 $
Expenses					
Consulting fees	8	163,117	175,150	325,906	387,800
Depreciation		15,641	30,835	31,282	61,670
Exploration expenditures	6	175,943	254,289	389,347	379,031
Legal and audit		42,087	43,042	78,723	54,293
Office and administration		20,945	52,518	40,745	83,564
Transfer agent and filing fees		19,441	8,585	38,512	18,844
Travel and promotion		139,478	153,422	329,509	367,120
		(576,651)	(717,841)	(1,234,024)	(1,352,322)
Other income (expense)					
Interest income		40	740	40	1,471
Foreign exchange gain (loss)		(204,335)	(15,992)	(429,390)	31,112
Interest expense	5, 9	(147,293)	(42,560)	(237,684)	(69,796)
Provision for uncollectable VAT	2	181,844	(76,049)	75,446	(308,989)
		(169,744)	(133,861)	(591,588)	(346,202)
Loss and total comprehensive loss for the period		(746,395)	(851,702)	(1,825,612)	(1,698,524)
Basic and diluted loss and comprehensive loss per common share		(0.00)	(0.01)	(0.01)	(0.01)
Weighted average number of common shares outstanding, basic and diluted		189,421,001	160,470,992	178,002,590	144,410,219

The accompanying notes are an integral part of these consolidated financial statements.

SONORO GOLD CORP.
(An Exploration Stage Company)
Consolidated statements of changes in shareholders' equity (deficiency)
(Expressed in Canadian Dollars)

	Note	Share Capital			Share-Based Payment Reserve		Subscription Receivable		Deficit		Shareholders' Equity
		Shares		Amount							
Balance, December 31, 2022		143,470,992	$	26,283,908	$	2,005,737	$	(433,523)	$	(25,614,157)	$ 2,241,965
Private placement, net of issuance costs		17,000,000		1,698,039		-		(1,295,624)			402,415
Fair value of finders' warrants											-
Net loss for the period		-		-		-		-		(1,698,524)	(1,698,524)
Balance, June 30, 2023		160,470,992	$	27,981,947	$	2,005,737	$	(1,729,147)	$	(27,312,681)	$ 945,856
Balance, December 31, 2023		166,070,992	$	28,521,721	$	2,005,737	$	(1,288,944)	$	(29,425,687)	$ (187,173)
Private placement, net of issuance costs		23,350,009		1,147,009		-		(561,300)			585,709
Net loss for the period		-		-		-				(1,825,612)	(1,825,612)
Balance, June 30, 2024		189,421,001	$	29,668,730	$	2,005,737	$	(1,850,244)	$	(31,251,299)	$ (1,427,076)

The accompanying notes are an integral part of these consolidated financial statements.

SONORO GOLD CORP.
(An Exploration Stage Company)
Consolidated statements of cash flows
(Expressed in Canadian Dollars)

For the six months ended June 30		2024		2023
Operating Activities				
Net loss	$	(1,825,612)	$	(1,698,524)
Items not involving cash				
Depreciation		31,282		61,670
Interest expense		21,097		2,686
Provision for uncollectable VAT		(75,446)		-
Changes in non-cash working capital				
VAT receivables		75,446		-
Receivables		(2,228)		(4,970)
Prepaid expenses		19,292		(107,796)
Accounts payable and accrued liabilities		816,913		535,018
Due to related parties		147,677		63,725
Cash Used in Operating Activities		(791,579)		(1,148,190)
Investing Activities				
Expenditures on exploration and evaluation assets		(580,325)		(402,646)
Cash Used in Investing Activities		(580,325)		(402,646)
Financing Activities				
Lease payments		(36,000)		(67,042)
Proceeds from subscriptions received		585,710		402,415
Financing costs		-		(121,180)
Loans payable – related parties		864,238		1,292,946
Loans repaid – related parties		-		-
Cash Provided by Financing Activities		1,413,948		1,507,139
Outflow of Cash and Cash Equivalents		42,043		(43,698)
Cash and Cash Equivalents, Beginning of Period		877		87,545
Cash and Cash Equivalents, End of Period	$	42,920	$	43,847
Supplemental Disclosure with Respect to Cash Flows				
Interest received	$	40	$	1,471
Interest paid/accrued	$	237,684	$	69,796

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Sonoro Gold 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 mineral properties. The Company is a publicly traded company listed on the TSX Venture Exchange ("TSX-V") under the symbol "SGO".

The head office, registered address and records office of the Company are located at Suite 300 – 2489 Bellevue Avenue, West Vancouver, British Columbia, Canada, V7V 1E1.

The Company has no source of revenue and has significant cash requirements to meet its administrative overhead and to finance mineral property acquisitions and future exploration. The Company does not generate cash flow from operations to adequately fund its activities and has therefore relied principally upon the issuance of securities for financing. The Company will be required to and 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. The Company incurred a net loss of $1,825,612 during the six months ended June 30, 2024 (2023 - $1,698,524) and has an accumulated deficit of $31,251,299 (December 31, 2023 - $29,425,687) as at June 30, 2024. As at June 30, 2024, the Company had a working capital deficiency of $6,958,796 (December 31, 2023 - $5,163,851) available to meet its liabilities as they become due. Although these condensed interim consolidated financial statements do not include any adjustments that may result from the inability to secure future financing, or to the recoverability of assets and classification of assets and liabilities, such a situation would have a material adverse effect on the Company's business, results of operations and financial condition. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

The Board of Directors approved these consolidated financial statements for issue on August 29, 2024.

2. BASIS OF PREPARATION AND CONSOLIDATION

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as applicable to interim financial reports including International Accounting Standard 34 - Interim Financial Reporting. Therefore, these condensed interim consolidated financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2022 ("Annual Financial Statements"), which have been prepared in accordance with IFRS.

The accounting policies applied in preparation of these condensed interim consolidated financial statements are the same as those applied in the most recent annual consolidated financial statements and were consistently applied to all the periods presented with the exception of IFRS 16 discussed below.

These condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All dollar amounts presented are in Canadian dollars, the Company's functional currency, unless otherwise specified.

2. BASIS OF PREPARATION AND CONSOLIDATION (Continued)

These consolidated financial statements include the accounts of the Company and its wholly owned integrated subsidiaries, Cap Capital Corp. (“Cap Capital”), Minera Mar de Plata, S.A. de C.V. (“MMP”), Oronos Gold Corp. (“Oronos”), and Minera Breco, S.A. de C.V. (“Breco”). A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investee. All significant intercompany transactions and balances have been eliminated upon consolidation.

These consolidated financial statements include the accounts of the Company and its wholly owned integrated subsidiaries, Cap Capital Corp. (“Cap Capital”), Minera Mar de Plata, S.A. de C.V. (“MMP”), Oronos Gold Corp. (“Oronos”), and Minera Breco, S.A. de C.V. (“Breco”). A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investee. All significant intercompany transactions and balances have been eliminated upon consolidation.

Accounting policies

These interim condensed consolidated financial statements follow the same accounting policies and methods of their application as the December 31, 2023 annual audited consolidated financial statements.

New accounting standards issued but not yet effective

i) Classification of liabilities as current or non-current (amendments to IAS 1, presentation of financial statements)

On January 23, 2020, an amendment was issued to IAS 1 to address inconsistencies with how entities apply the standards over classification of current and non-current liabilities. The amendment serves to address whether, in the statement of financial position, debt and other liabilities with an uncertain settlement should be classified as current or non-current. This amendment is effective on January 1, 2024. The Company intends to adopt this amendment in its consolidated financial statement for the annual period beginning January 1, 2024. The Company does not expect this amendment to have a material effect on the Company’s financial statements.

ii) Non-current liabilities with covenants (amendments to IAS 1)

The amendments to IAS 1 specify that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, and are to be applied retrospectively. The Company does not expect this amendment to have a material effect on the Company’s financial statements.

Critical accounting estimates and judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the year. Actual results could differ from these estimates.

(Expressed in Canadian Dollars) (Unaudited)

2. BASIS OF PREPARATION AND CONSOLIDATION (Continued)

Critical accounting estimates and judgements (continued)

Critical accounting estimates

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

Value Added Tax ("VAT")

The VAT receivables are generated on the purchase of supplies and services relating to exploration activities and are receivable from the Mexican government. The recovery of VAT involves a complex application process and the timing of collection of VAT receivables is uncertain. Management's assumptions regarding the recoverability of VAT receivable at the end of each reporting period is made using all relevant facts available, including past collectability, the development of VAT policies and the general economic environment of the country to determine if a write-down of the VAT is required. Collection of the amount receivable depends on processing and payment of the claims by the Mexican federal government, which historically has been very slow. During the year ended December 31, 2023, the Company received notice that its VAT claims were under audit by the Mexican tax authorities and that further documentation was required to support the transactions and comply with authority requirements. While the Company is still pursuing collection, with the delay in processing and collection and no acknowledgement by the Mexican tax authorities regarding the collection of this balance, management determined that an allowance should be provided on the existing VAT receivable. Accordingly, an adjustment of $75,446 relating to changes in foreign exchange rates was recorded as at June 30, 2024 (December 31, 2023 - a provision of $404,855). The timing and amount of VAT ultimately collectable could be materially different from the amount recorded in these condensed interim consolidated financial statements.

A summary of the changes in VAT for the six months ended June 30, 2024 and 2023 is as follows:

VAT receivable	$
Balance, December 31, 2022	1,932,180
Additions	404,855
Balance, December 31, 2023	2,337,035
Additions	(75,446)
Balance, June 30, 2024	2,261,589
Provision for uncollected VAT	
Balance, December 31, 2022	(1,932,180)
Additions	(404,855)
Balance, December 31, 2023	(2,337,035)
Adjustments	75,446
Balance, June 30, 2024	(2,261,589)
Carrying amount as at June 30, 2024 and December 31, 2023	-

Interest Rates

The Company estimates a market interest rate in determining the fair value of the right-of-use asset and lease liability. The determination of the market interest rate is subjective and could materially affect these fair value measurements.

2. BASIS OF PREPARATION AND CONSOLIDATION (Continued)

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.

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

Functional currency

The Company applies judgment in assessing the functional currency of each entity consolidated in these consolidated financial statements, including determinations of whether each entities' functional currency is impacted by the direction of the Canadian head office, or local market forces.

Application of IFRS 16

The Company applies judgment in determining whether the contract contains an identified asset, whether the Company has the right to control the asset, and the lease term. Lease term reflects the period over which the lease payments are reasonably certain including renewal options that the Company is reasonably certain to exercise. The determination of lease terms involves significant judgment with respect to assumptions of whether lease extensions will be utilized. Management makes assumptions about long-term industry outlook which relate to future events and circumstances. Actual results could vary from these assumptions, and the differences could be material to the carrying value of the lease liabilities and right-of-use assets, for which the lease term is the basis for determining useful life.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Deferred financing fees

Considerable judgment is required to be exercised on the likely successful completion of equity financing to which deferred financing fees relate. These fees are carried at cost on the consolidated statement of financial position with the likelihood of the related equity financing being reviewed at the reporting date. If the related equity financing is unlikely to complete as contemplated, deferred financing fees are written off to the Company's net income/loss.

(Expressed in Canadian Dollars) (Unaudited)

3. CAPITAL MANAGEMENT

The Company's primary objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to be able to identify and continue with the exploration activities on its exploration and evaluation assets. The Company defines capital that it manages as shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue shares from treasury, which is the Company's primary source of funds. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the six months ended June 30, 2024.

4. FINANCIAL INSTRUMENTS

The Company has classified its cash as fair value through profit and loss, receivables (excluding input tax credits receivable), accounts payable and accrued liabilities, lease liabilities, loans payable and due to related parties, as amortized cost.

Fair value

Financial instruments that are measured at fair value subsequent to initial recognition are grouped in a hierarchy based on the degree to which the fair value is observable. The levels in the hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The carrying values of receivables, accounts payable and accrued liabilities, loans payable and due to related parties approximate their fair values due to the short-term nature of these financial instruments. Cash is measured at market value in accordance with Level 1 of the fair value hierarchy. The carrying value of lease liabilities has a Level 2 measurement and the fair value has been based on approximate fair value as the interest rate approximates market rates. There were no transfers between levels of the fair value hierarchy during the year ended December 31, 2023.

Credit risk

The Company is exposed to credit risk with respect to its cash and receivables. 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 maximum exposure thereto is as follows:

	June 30, 2024	December 31, 2023
Cash held at major Canadian financial institutions	$ 25,557	$ 819
Cash held at major Mexican financial institutions	17,363	58
Total cash	$ 42,920	$ 877

4. FINANCIAL INSTRUMENTS (Continued)

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 deficiency at June 30, 2024 in the amount of $6,958,796 (December 31, 2023 - $5,163,851).

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 consists 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 June 30, 2024 and December 31, 2023.

(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 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 June 30, 2024 and December 31, 2023, the Company's significant exposure to foreign currency risk, based on the consolidated statement of financial position carrying values, were to the Mexican peso and the US dollar, as follows:

	June 30, 2024	
	MXN	USD
Cash	$ 231,227	$ 715
Prepaid	20,000	-
Accounts payable and accrued liabilities	(12,152,869)	-
Loans	(34,535,156)	-
Total	(46,436,799)	715
Canadian dollar equivalent	$ (3,475,330)	$ 979

	December 31, 2023	
	MXN	USD
Cash	$ -	$ 353
Prepaid	20,000	-
Accounts payable and accrued liabilities	(8,811,724)	-
Loans	(23,497,996)	-
Total	(32,289,720)	353
Canadian dollar equivalent	$ (2,524,410)	$ 467

(Expressed in Canadian Dollars) (Unaudited)

4. FINANCIAL INSTRUMENTS (Continued)

(b) Foreign currency risk (continued)

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 impact net loss and comprehensive loss for the six months ended June 30, 2024 by approximately $386,000 (December 31, 2023 - $280,000).

(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.

The Company's primary objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to be able to identify and continue with the exploration activities on its exploration and evaluation assets. The Company defines capital that it manages as shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue shares from treasury, which is the Company's primary source of funds. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the six months ended June 30, 2024.

5. RIGHT-OF-USE ASSET AND LEASE LIABILITY

On December 1, 2021, the Company entered into a lease agreement for an office premise which expired on August 30, 2023. In January 2023, the Company entered into a lease agreement for another office premise commencing on February 1, 2023 and ending on January 31, 2025 for a monthly rent of $6,000.

The lease liability and right of use asset were measured as the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate. The weighted average incremental borrowing rate applied to the lease liability was 19.00% per annum. The lease term remaining as at June 30, 2024 is approximately 0.84 years. The details of the lease liability and right-of-use asset recognized at inception are as follows:

	$
Operating lease commitment on December 1, 2021	92,652
Effect of discounting	(7,202)
Lease liability and right-of-use asset recognized on December 1, 2021	85,450
Operating lease commitment on January 1, 2023	144,000
Effect of discounting	(18,872)
Lease liability and right-of-use asset recognized on January 1, 2023	125,128

(Expressed in Canadian Dollars) (Unaudited)

5. RIGHT-OF-USE ASSET AND LEASE LIABILITY (Continued)

Right-of-use asset

The following is the continuity of the cost and accumulated depreciation of the right-of-use asset as at and for the six months ended June 30, 2024:

Cost	$
Balance, December 31, 2022	85,450
Additions	125,128
Balance, December 31, 2023	210,578
Additions	-
Balance, June 30, 2024	210,578
Accumulated depreciation	
Balance, December 31, 2022	52,897
Depreciation	89,902
Balance, December 31, 2023	142,799
Depreciation	31,282
Balance, June 30, 2024	174,081
Carrying amount as at December 31, 2023	67,779
Carrying amount as at June 30, 2024	36,497

Lease liability

The following is the continuity of lease liabilities as at and for the six months ended June 30, 2024:

Cost	$
Balance, December 31, 2022	32,718
Additions	125,128
Lease payments	(106,822)
Interest expense on lease payments	15,413
Balance, December 31, 2023	66,437
Additions	-
Lease payments	(36,000)
Interest expense on lease payments	21,097
Balance, June 30, 2024	51,534
Less: current portion	(51,534)
Lease liability – noncurrent	-

(Expressed in Canadian Dollars) (Unaudited)

6. EXPLORATION AND EVALUATION ASSETS

During the six months ended June 30, 2024, the Company incurred the following acquisition expenditures:

	Cerro Caliche	San Marcial	Total
December 31, 2022	3,895,300	353,649	4,248,949
Acquisition costs	665,950	-	665,950
December 31, 2023	$ 4,561,250	$ 353,649	$ 4,914,899
Acquisition costs	580,323	-	580,323
June 30, 2024	$ 5,141,574	$ 353,649	$ 5,495,223

During the six months ended June 30, 2024, the Company incurred the following exploration expenditures:

	Cerro Caliche
Field expenses	$ 7,081
Concession taxes	27,796
Consulting	147,497
Geological fees	159,909
Engineering services	17,085
Administration	29,979
	$ 389,347

During the six months ended June 30, 2023, the Company incurred the following exploration expenditures:

	Cerro Caliche	San Marcial	Total
Field expenses	$ 81,231	$ -	$ 81,231
Drilling	(133,762)	-	(133,762)
Geological fees	206,333	-	206,333
Consulting	161,191	-	161,191
Administration	41,173	-	41,173
Concession taxes	14,271	8,594	22,865
	$ 370,437	$ 8,594	$ 379,031

(Expressed in Canadian Dollars) (Unaudited)

6. EXPLORATION AND EVALUATION ASSETS (Continued)

(a) Cerro Caliche Property

On January 23, 2018, the Company, through its wholly owned Mexican subsidiary, MMP, entered into an option agreement with a resident of Sonora, Mexico (the "Cerro Caliche Vendor"), to acquire a 100% interest in the Cerro Caliche Group of Concessions ("Cerro Caliche"), located in the municipality of Cucurpe, in the northern State of Sonora, Mexico.

To exercise, the Company must make payments of US$2,982,000 payable in instalments as follows:

December 19, 2017 deposit	US$10,000 (paid)
January 23, 2018 (on signing)	US$117,000* (paid)
January 23, 2019	US$200,000 (paid)
December 13, 2019	US$30,000 (paid)
January 13, 2021	US$135,000 (paid)
April 3, 2021	US$20,000 (paid)
April 30, 2021	US$120,000 (paid)
July 23, 2021	US$200,000 (paid)
January 23, 2021	US$200,000 (paid)
July 23, 2021	US$250,000 (paid)
January 23, 2022	US$250,000 (paid)
July 23, 2022	US$300,000 (paid)
January 23, 2023	US$300,000 (paid)
July 23, 2023	US$200,000 (paid)
December 18, 2023	US$25,000 (paid)
April 11, 2024	US$100,000 (paid)
May 11, 2024	US$100,000 (paid)
June 14, 2024	US$150,000 (paid)
November 14, 2024	US$250,000

* Plus reimbursement of property taxes of US$17,487 (paid)

Following exercise of the option, the Cerro Caliche Vendor will be entitled to a 2% net smelter returns royalty ("NSR") ("Cerro Caliche NSR") from the proceeds of the sale of minerals from the Cerro Caliche project. The Company may purchase the Cerro Caliche NSR for US$1,000,000 for each one percent after four years have lapsed from the date commercial production of minerals from the Cerro Caliche concession has commenced.

In September 2023, MMP entered into an amendment agreement with the Cerro Caliche Vendor to pay US$200,000 by September 15, 2023, which was paid and the balance of the US$200,000 of the US$400,000 amount due on July 23, 2023, by December 31, 2023.

In December 2023, MMP entered into an amendment agreement with the Cerro Caliche Vendor to pay US$25,000 by December 18, 2023 and US$25,000 by January 31, 2024 which were paid and the balance of the US$150,000 of the US$400,000 amount due on July 23, 2023 together with the final payment of $450,000 due on January 23, 2024 by April 1, 2024.

During the six months ended June 30, 2024, MMP entered into amendment agreements with the Cerro Caliche Vendor to pay US$100,000 by April 11, 2024, which was paid, $100,000 by May 11, 2024 which was paid, $100,000 by June 14, 2024 which was paid and a final payment of $250,000 by November 14, 2024.

On February 14, 2018, the Company, through its wholly owned Mexican subsidiary, MMP, entered into a purchase agreement with a resident of Sonora, Mexico to acquire a 100% interest in the Abel concession adjacent to the eastern portion of Cerro Caliche in northern Sonora State, Mexico, for a onetime payment of 300,000 pesos (paid - $21,215).

(Expressed in Canadian Dollars) (Unaudited)

6. EXPLORATION AND EVALUATION ASSETS (Continued)

a. Cerro Caliche Property (continued)

On March 14, 2018, the Company, through its wholly owned Mexican subsidiary, MMP, entered into an option agreement with a resident of Tucson, Arizona (the “Rosario Vendor”) to acquire a 100% interest in the Rosario Group of Concessions (“Rosario”) located in the municipality of Cucurpe, in the northern State of Sonora, Mexico. The Rosario concessions are contiguous to the Company’s Cerro Caliche concessions.

To exercise the option, the Company must make payments totaling US$1,600,000 payable in instalments as follows:

On signing	US$60,000 (paid)
March 14, 2019	US$75,000 (paid)
March 14, 2021	US$90,000 (paid)
March 14, 2021	US$150,000 (paid)
March 14, 2022	US$300,000 (paid)
April 26, 2024	US$50,000 (paid)
July 26, 2024	US$50,000 (Note 15)
November 26, 2024	US$50,000
April 1, 2025	US$791,000

Following exercise of the option, the Rosario Vendor will be entitled to a 2% NSR (“Rosario NSR”) from the proceeds of the sale of minerals from the Rosario project. The Company may purchase the Rosario NSR at any time for US$1,000,000 for each one percent.

In March 2023, MMP entered into an amendment agreement with the Rosario Vendor to pay the US$375,000 amount which was due on March 14, 2023, on May 31, 2023.

In August 2023, MMP entered into an amendment agreement with the Rosario Vendor to pay the US$375,000 amount due on May 31, 2023 by December 31, 2023. MMP also agreed to make a one-time interest payment of US$16,000 in conjunction with the final payment of US$550,000 due upon or prior to March 14, 2024.

In December 2023, MMP entered into an amendment agreement with the Rosario Vendor to pay the US$375,000 amount due on May 31, 2023 in conjunction with the final payment of US$550,000 due on March 14, 2024, upon or prior to April 1, 2024 (Note 15).

During the six months ended June 30, 2024, MMP entered into amendment agreements with the Rosario Vendor to pay the US$375,000 amount due on May 31, 2023 as follows: US$50,000 by April 26, 2024, which was paid, US$50,000 by June 26, 2024, which was paid, US$50,000 by November 26, 2024 and the balance of US$241,000 by April 1, 2025 in conjunction with the final payment of US$550,000.

(b) San Marcial Property

On July 8, 2014, the Company completed the acquisition of Breco, a private Mexican company that holds the San Marcial project in Sonora, Mexico. The Company acquired all of the issued and outstanding shares of Breco by paying $40,000 cash and issuing 50,000 common shares with a market value of $16,000.

As a result of the acquisition of Breco, Sonoro assumed the original option agreement obligation with the original optionors of the San Marcial property. The Company paid additional $60,000 over the following two years and issued 150,000 shares over following three years to complete the acquisition of San Marcial Project.

6. EXPLORATION AND EVALUATION ASSETS (Continued)

(b) San Marcial Property (continued)

In September 2012, Breco entered into an option agreement with certain vendors (the "Vendors") whereby Breco acquired a 100% interest in the additional concession that is contiguous to the San Marcial project for cash payments of US$180,000 made between September 2012 to September 2017. In September 2017, the Company acquired the 100% interest in concession by making the final US$30,000 payment and secured 100% title to the concession through execution of an "Assignment of Title to Mining Concession Agreement".

The San Marcial concession is subject to a 2% NSR, which may be purchased for US$750,000 at the Company's election.

(c) Realization of assets

The Company's investment in and expenditures on exploration and evaluation assets comprise a significant portion of the Company's assets. Realization of the Company's investment in the assets is dependent on establishing legal ownership of the property interest, on the attainment of successful commercial production or from the proceeds of its disposal. The recoverability of the amounts shown for the exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the exploration and evaluation assets, and upon future profitable production or proceeds from the disposition thereof.

(d) Title to mineral properties

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history of many exploration and evaluation assets. Although the Company has taken steps to ensure title to the exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such assets, these procedures may not guarantee the Company's title. Asset title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

(e) Environmental matters

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its exploration and evaluation assets. The Company conducts its exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current assets that may result in a material liability to the Company.

Environmental legislation is becoming increasingly stringent and the costs of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the exploration and evaluation assets, the potential for production on these assets may be diminished or negated.

(Expressed in Canadian Dollars) (Unaudited)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are broken down as follows:

	June 30, 2024	December 31, 2023
Trade payables	$ 893,184	$ 914,803
Accrued liabilities	1,273,864	435,333
Total	$ 2,167,048	$ 1,350,136

All accounts payable and accrued liabilities for the Company are due within the next 12 months.

8. RELATED PARTY TRANSACTIONS

Compensation of key management

Key management comprises directors and executive officers. Compensation awarded to key management is as follows:

	For the six months ended June 30,	
	2024	2023
Consulting fees	$ 382,151	$ 268,634

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

In January 2023, the Board of Directors reapproved executive compensation plans (“ECPs”) for the Chief Executive Officer (“CEO”) and Executive Chairman (“EC”) of the Company for a three-year term starting from May 1, 2023. Pursuant to the ECPs, the CEO and EC are entitled to additional bonuses at the discretion of the Board of Directors. In the event of termination without cause or under change of control provisions, the CEO and EC are entitled to a one-time lump sum payment equivalent to 36 months of the officer’s then-current annual fees, within five business days from the date of the termination notice.

In January 2023, the Board of Directors reapproved the compensation plan for an officer of the Company for a three-year term starting from May 1, 2023. Pursuant to the compensation plan, the officer is entitled to additional bonuses at the discretion of the Board of Directors. In the event of termination without cause or under change of control provisions, the officer is entitled to a one-time lump sum payment equivalent to 24 months of the officer’s then-current annual fees within five business days from the date of the termination notice.

At June 30, 2024, $647,996 (December 31, 2023 - $500,319) is owing to related parties, including management, directors and companies controlled by management, without interest and is payable on demand.

At June 30, 2024, $3,930,605 (December 31, 2023 - $2,897,263) of loans payable is owing to related parties. These loans bear interest at a rate of 10% per annum and have varying repayment dates. In connection with these loans, $106,963 (December 31, 2023 - $240,092) is accrued as interest and loan fees and is included in accounts payable and accrued liabilities.

9. LOANS PAYABLE

During the six months ended June 30, 2024, the Company issued promissory notes to related parties and third parties in the amount of $1,087,921 with 10% interest and loan fee of 7% (year ended December 31, 2023 - $2,656,417). The Company repaid $nil (year ended December 31, 2023 - $327,927) of the promissory notes and paid or accrued $106,962 of interest (year ended December 31, 2023 - $347,110). As at June 30, 2024, the balance owing was $4,276,636 (December 31, 2023 - $3,412,398).

10. SHARE CAPITAL AND RESERVES

a. Authorized

Unlimited number of common shares without par value.

b. Issued

i. In February 2024, the Company closed the first tranche of a $1,000,000 non-brokered private placement by issuing 11,028,429 units at a price of $0.05 per Unit, for gross proceeds of $551,421.

ii. In March 2024, the Company closed the second and final tranche of the non-brokered private placement by issuing another 12,321,580 units for additional gross proceeds of $616,079. In total, the Company issued 23,350,009 units at a price of $0.05 per unit, for gross proceeds of $1,167,500.

Each unit consists of one Sonoro common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional Sonoro common share for a period of three years from the closing of the private placement at an exercise price of $0.07 per share.

In connection with the offering, the Company paid $5,950 in Finder's fees and issued 77,000 in non-transferable three-year Finder's Warrants at an exercise price of $0.07 and 42,000 non-transferable two-year Finder's Warrants at an exercise price of $0.05 for a total of 119,000 Finder's Warrants. The fair value of the finder's warrants was estimated to be nominal and nothing has been recorded as share-based payment reserve.

In connection with this private placement, $561,300 is unpaid and is included in subscriptions receivable. The subscribers from which this amount is receivable from also have amounts in loans payable which may be settled on a net basis, pending regulatory approval.

iii. In August 2023, the Company closed two non-brokered private placements offering of 5,600,000 units at $0.10 per unit for proceeds of $560,000. Each unit consisted of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share for a period of two years from the closing date at an exercise price of $0.15 per share.

(Expressed in Canadian Dollars) (Unaudited)

10. SHARE CAPITAL AND RESERVES (Continued)

b. Issued (continued)

iv. In June 2023, the Company closed a non-brokered private placement offering of 17,000,000 units at $0.10 per unit for proceeds of $1,700,000. Each unit consisted of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share for a period of two years from the closing date at an exercise price of $0.15 per share.

In connection with this private placement, $1,015,906 is unpaid and is included in subscriptions receivable and $159,525 was received in relation to the financing completed in 2022. The subscribers from which this amount is receivable from also have amounts in loans payable which may be settled on a net basis, pending regulatory approval.

In connection with the offerings, the Company paid $22,187 in finders' fees and legal costs, and issued 9,590 in non-transferable finders' warrants. The fair value of the finder's warrants was estimated to be nominal and nothing has been recorded as share-based payment reserve.

c. Stock options

Pursuant to the policies of the TSX-V, under the Company's stock option plan, options to purchase common shares are granted to directors, employees and consultants at exercise prices determined by reference to the market value on the date of grant for a maximum term of five years. The Board of Directors may grant options for the purchase of up to a total of 10% of the outstanding shares at the time of the option grant less the aggregate number of existing options and number of common shares subject to issuance under outstanding rights that have been issued under any other share compensation arrangement. Options granted under the plan may vest over a period of time at the discretion of the Board of Directors.

A summary of the Company's outstanding and exercisable stock options is as follows:

	June 30, 2024		**December 31, 2023**	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2023	535,000	$ 0.30	9,650,000	$ 0.26
Expired	(535,000)	(0.30)	(9,115,000)	(0.12)
	-	-	535,000	$ 0.30

No stock options were granted during the six months ended June 30, 2024 and 2023.

(Expressed in Canadian Dollars) (Unaudited)

10. SHARE CAPITAL AND RESERVES (Continued)

d. Warrants

The Company's warrant activity for the six months ended June 30, 2024 is as follows:

	Number of Financing Warrants	Number of Finders Warrants	Weighted Average Exercise Price $
December 31, 2022	94,524,623	2,988,380	0.28
Expired	(70,313,891)	(2,721,050)	-
Issued	22,600,000	9,590	0.15
December 31, 2023	46,810,732	276,920	
Issued	-	42,000	0.05
Issued	23,350,009	77,000	0.07
Expired	(20,050,000)	(243,997)	-
June 30, 2024	50,110,741	151,923	

The following summarizes information on the number of warrants outstanding:

Expiry Date	Exercise Price	March 31, 2024	December 31, 2023
June 30, 2024	$ 0.23	-	20,293,997
October 19, 2024	$ 0.23	4,184,065	4,184,065
June 20, 2025	$ 0.15	17,009,590	17,009,590
August 1, 2025	$ 0.15	3,007,920	3,007,920
August 31, 2025	$ 0.15	2,592,080	2,592,080
February 16, 2026	$ 0.05	14,000	-
March 28, 2026	$ 0.05	28,000	-
February 16, 2027	$ 0.07	11,084,429	-
March 28, 2027	$ 0.07	12,342,580	-
		50,262,664	47,087,652

11. SEGMENTED INFORMATION

The Company's business interests are in the exploration and development of mineral properties. The Company's significant assets are distributed by geographic locations as follows:

As at June 30, 2024:

	Exploration and evaluation assets	Right-of-use Asset	Total
Mexico	$ 5,495,223	$ -	$ 5,495,223
Canada	$ -	$ 36,497	$ 36,497

As at December 31, 2023:

	Exploration and evaluation assets	Right-of-use Asset	Total
Mexico	$ 4,914,899	$ -	$ 4,914,899
Canada	$ -	$ 67,779	$ 67,779

12. COMMITMENTS AND CONTRACTUAL OBLIGATIONS

In January 2023, the Company entered into a commercial property lease commencing on February 1, 2023 and ending on January 31, 2025 for a monthly rent of $6,000.

The Company has entered into option agreements to acquire certain exploration properties in Mexico. For the option agreements to remain in good standing, the Company is committed to making periodic payments (Note 7).

13. EVENTS AFTER THE REPORTING PERIOD

In July 2024, MMP paid US$50,000 to the Rosario Vendor as per the amended agreement.