

Sonoro Gold Announces Closing Of Oversubscribed \$4.9m Private Placement

14:00 Uhr | [GlobeNewswire](#)

VANCOUVER, Dec. 31, 2025 - [Sonoro Gold Corp.](#) (TSXV: SGO | OTCQB: SMOFF | FRA: 23SP) ("Sonoro" or the "Company") is pleased to announce that it has closed its previously announced oversubscribed, non-brokered private placement of 24,500,000 units (the "Units") at \$0.20 per unit, for gross proceeds of CAD \$4,900,000. 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 CAD \$0.28 per share.

No finder fees were paid in connection with the Offering.

All securities issued and issuable in connection with the Offering are subject to a 4-month plus one day hold period ending May 1, 2026. The Offering has received conditional acceptance from the TSX Venture Exchange but remains subject to receipt of final acceptance from the TSX Venture Exchange.

Insiders of the Company participated in the Offering by subscribing for 2,215,000 Units for gross proceeds of \$443,000, constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101, as the fair market value of the transaction did not exceed 25% of the Company's market capitalization.

The net proceeds from the Offering will be used to fund the ongoing development of the Company's Cerro Caliche gold project in Sonora, Mexico and for general working capital purposes. The project is in the final permitting stage for a proposed open-pit, heap leach mining operation.

About Sonoro Gold Corp.

Sonoro Gold Corp. is a publicly listed exploration and development Company holding the development-stage Cerro Caliche project and the exploration-stage San Marcial project in Sonora State, Mexico. The Company has highly experienced operational and management teams with proven track records for the discovery and development of natural resource deposits.

To keep up-to-date on Sonoro's developments, please join our online communities on X, Facebook, LinkedIn, Instagram and YouTube , and visit Sonoro's website and subscribe to receive the latest news and updates delivered straight to your inbox.

On behalf of the Board of SONORO GOLD CORP.

Per: "Kenneth MacLeod"

Kenneth MacLeod

President & CEO

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Forward-Looking Statement Cautions:

This press release may contain "forward-looking information" as defined in applicable Canadian securities legislation. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the Cerro Caliche project, and future plans and objectives of the Company, constitute forward looking information that involve various risks and uncertainties, including statements regarding project permitting and the Company's intention to develop and operate the proposed Cerro Caliche

gold mine. Although the Company believes that such statements are reasonable based on current circumstances, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "aims", "potential", "goal", "objective", "prospective" and similar expressions, or that events or conditions "will", "would", "may", "can", "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties, including the possibility of unfavorable exploration and test results, the lack of sufficient future financing to carry out exploration and development plans and unanticipated changes in the legal, regulatory and permitting requirements for the Company's exploration programs. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or the policies of the TSX Venture Exchange. Readers are encouraged to review the Company's complete public disclosure record on SEDAR at www.sedar.com.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons, as such term is defined in Regulation S under the Securities Act ("Regulation S"), except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act"

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

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