

Sonoro Energy Ltd. Announces Closing of Private Placement, Graduation from the NEX to the TSXV and Drilling Update

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Calgary, September 8, 2023 - [Sonoro Energy Ltd.](#) ("Sonoro" or the "Company") (NEX:SNV.H) is pleased to announce the closing of a non-brokered Private Placement of common share units for total gross proceeds of \$1,753,416 and that the TSX Venture Exchange ("TSXV") has granted conditional approval for the Company's graduation to TSXV as a Tier 2 Oil and Gas Issuer, subject to the Company satisfying conditions. Assuming satisfaction of such conditions, it is expected that the graduation from NEX to TSXV will occur on or about Thursday, September 14, 2023.

Each unit of the financing is comprised of one \$0.06 common share (a "Common Share") and one common share purchase warrant (a "Warrant") of the Company, where each whole Warrant entitles the holder to purchase one Common Share within two years at a price of \$0.12 per Common Share. The securities issued in connection with the Offering will be subject to a four month and one day hold period from the date of issuance of such securities and are subject to TSXV approval. As part of this non-brokered financing, warrants are subject to an acceleration clause. This clause states that if, four months and one day after the warrants are issued, the closing price of the common shares of the Corporation, on the principal market on which such shares trade, is equal to, or exceeds, C\$0.15 for 10 consecutive trading days (with the 10th such trading date hereafter referred to as the "Eligible Acceleration Date"), the warrant expiry date shall accelerate to a date 20 calendar days after issuance of a press release by the Corporation announcing the reduced warrant term-provided, no more than five business days following the Eligible Acceleration Date, that, the press release is issued; and notices are sent to all warrant holders.

Proceeds from the private placement will support ongoing activities relating to its previously announced Western Canadian Sedimentary Basin Farm-In Agreement, general corporate purposes and pursuit of international oil and gas opportunities.

Sonoro Energy Canada Ltd., a wholly owned subsidiary of Sonoro, has been granted a license to drill its first well under the farm-in letter agreement by the Saskatchewan Ministry of Energy and Resources and is in the process of lease construction which will then be immediately followed by the arrival of the drilling rig, with anticipated spudding of the well expected prior to September 30, meeting the farm-in agreement condition. Sonoro's management anticipates the well to take 5 days from spud to drilling completion and upon confirmation of the productive formation from wireline logs, Sonoro's management expects that the well will be completed and equipped for production. The second well location has also been selected, surveyed and negotiated with the landowner.

Sonoro has also been advised by TSXV that the proposed 15% rolling stock option plan disclosed in Sonoro's management proxy circular dated August 11, 2023 for its meeting on September 22, 2023 does not comply with TSXV requirements. Therefore, the 15% rolling stock option plan will not be implemented by the Company. Sonoro will be seeking shareholder approval of a 10% rolling stock option plan at a later date and prior to the grant of any stock options under such plan.

Sonoro is pleased to announce the appointment of Richard Wadsworth as Chief Executive Officer of the Company, in addition to his current role as Chairman of the Board, in connection with its graduation from NEX to TSXV. Mr. Wadsworth is a petroleum engineer with over 30 years experience in operations and management internationally. He was a co-founder, director, and President of Bankers Petroleum. Mr. Wadsworth recently led and developed a 55,000 bopd oilfield in Iraq with development planned to 230,000 bopd.

Forward-looking Statements

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may," "should," "anticipate," "expects," "estimates," "seeks" and similar expressions. In particular, without limiting the generality of the foregoing, this news release contains forward-looking information regarding the opportunities discussed.

Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with oil and gas exploration, development, exploitation, production, marketing and transportation, loss of markets, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other producers, inability to retain drilling rigs and other services, delays resulting from or inability to obtain required regulatory approvals, changes in legislation including but not limited to income tax, environmental laws and regulatory matters, and ability to access sufficient capital from internal and external sources. Readers are cautioned that the foregoing list of factors is not exhaustive.

Readers are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Additional information on these and other factors that could affect Sonoro's operations or financial results are included in Sonoro's reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com) or by contacting Sonoro. The forward-looking statements contained in this news release are made as of the date of this news release and Sonoro does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by securities law.

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

For further information to participate in future financing, please contact the company at:

On behalf of the Board of Directors

of [Sonoro Energy Ltd.](#)

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