

## **NOTICE OF AN ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF SONORA GOLD & SILVER CORP.**

TAKE NOTICE that the Annual General and Special Meeting of the Shareholders (the "Meeting") of Sonora Gold & Silver Corp. (hereinafter called the "Corporation") will be held at Suite 2300, 1066 West Hastings Street, Vancouver, BC, Canada V6E 3X2 at 10:00 a.m. (Vancouver local time) on Friday, August 29, 2014 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended January 31, 2014 and the Auditor's Report thereon.
2. To set the number of directors at four.
3. To elect Directors for the ensuing year.
4. To approve the appointment of Saturna Group Chartered Accountant, LLP as auditors of the Corporation for the ensuing year and to authorize the Directors to fix the auditors' remuneration.
5. To consider and if thought fit to ratify, confirm and approve the Corporation's Stock Option Plan as required by the TSX Venture Exchange.
6. To authorize the Board of Directors to effect, in its discretion, a proposed consolidation of the outstanding common shares of the Corporation, at a consolidation ratio of 1 new for 2.5 old, and the approval of corresponding amendments to our certificate of incorporation to effect the consolidation, subject to the Board of Directors' authority to abandon such proposed consolidation;
7. To consider, and if thought fit, to pass a special resolution to change the name of the Corporation to a name acceptable to the Board of Directors of the Corporation, the TSX Venture Exchange and the British Columbia Registrar of Companies, as more particularly described in the accompanying Information Circular; and;
8. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

### **NOTICE AND ACCESS**

*Notice is also hereby given that Sonora Gold & Silver Corp. has decided to use the Notice-and-Access method of delivery of meeting materials for the 2014 Annual General Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the British Columbia Securities Commission under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Corporation's meeting. However, instead of a paper copy of the Management Information Circular, the annual financial statements and related management's discussion and analysis and other meeting materials, shareholders receive this notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the meeting materials prior to voting.*

### **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Materials can be viewed online under the Corporation's profile at [www.SEDAR.com](http://www.SEDAR.com) or on the Corporation's website at <http://www.sonoragoldcorp.com>.

### **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Registered holders or beneficial owners may request paper copies of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the meeting materials are posted on the Corporation's website. In order to receive a paper copy of the meeting materials or if you have questions concerning Notice-and-Access, please call toll free at 1.855.777.4622.

Requests should be received by August 20, 2014 in order to receive the meeting materials in advance of the meeting date. Shareholders are entitled to vote at the Meeting either in person or by proxy. Shareholders who are unable to attend the meeting in person are requested to complete the Form of Proxy delivered to them and to return it to the Corporation.

The directors have fixed that time which is 48 hours, excluding Saturdays, Sundays and holidays, prior to the hour of the meeting or an adjournment thereof as the time before which proxies to be used at the meeting must be deposited with the Corporation or an agent thereof. A failure to so deposit the proxy may result in its invalidation.

Only holders of voting common shares of record at the close of business on July 17, 2014 (the "Record Date") will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 25th day of July, 2014.

### **BY ORDER OF THE BOARD**

"Ken Churchill"

*President and Chief Executive Officer, Director*