MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED April 30, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 12, 2017

This Management Discussion and Analysis ("MD&A") is intended to help the reader understand the Sonora Gold & Silver Corp. ("Sonora") financial statements. The statements are provided for the purpose of reviewing the first quarter of fiscal 2018, as well as the fiscal year ending January 31, 2017, and comparing results to the previous period. The MD&A should be read in conjunction with the Company's audited consolidated financial statements and corresponding notes for the fiscal years ending January 31, 2017 and 2016. The consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all monetary amounts are expressed in Canadian dollars. The following comments may contain management estimates of anticipated future trends, activities, or results. These are not a guarantee of future performance, since actual results could change based on other factors and variable beyond management control.

The management of Sonora is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review the Company's statutory filings on www.sedar.com.

DESCRIPTION OF BUSINESS AND OVERVIEW

Sonora is a Canadian mineral acquisition and exploration company based in Vancouver, British Columbia, Canada. Its common shares are listed on the TSX Venture Exchange ("TSX.V" or the "Exchange") as a Tier 2 issued under the symbol "SOC". Sonora is exploring for commercially exploitable mineral deposits and is focused on deposits located in Tanzania, Africa.

The Company was incorporated on November 23, 1983 under the name Southern Star Resources Ltd. After undergoing several earlier name changes, the company changed its name from Alda Industries Corporation to Crux Industries on July 14, 1999. The Company requested to be deemed inactive by the Exchange on March 19, 1996 to complete corporate restructuring. On August 12, 2003, the Company was moved to the NEX, a new and separate board of the TSX Venture Exchange for public companies that a designated "inactive". On March 9, 2004, the Company was reinstated for trading on NEX. At the September 13, 2005, Annual General Meeting ("AGM") the Company received approval from the shareholders to change its name from Crux Industries Inc. to Mont Blanc Resources. Subsequently, after receiving approval from the TSX.V, the Company was transferred from NEX to the TSX.V, effective April 7, 2006.

On July 18, 2008, the Company changed its name to Sonora Gold & Silver Corp. after receiving approval from the TSX Venture Exchange and shareholders on June 26, 2008 at the company's previous AGM.

Sonora's operational focus has been primarily on the exploration of gold and silver mineral properties with the objective of identifying commercially exploitable mineralization, this has been a divergence from the Company's previous focus in oil and gas exploration.

Throughout 2008, and 2009, the Company carried out field work on the Los Pavitos claim group, in Mexico. The Company did not carry out any direct exploration work on its Los Pavitos claim in 2010 and during the fiscal year ending January 31, 2011, terminated its agreement re the Los Pavitos property in Mexico and returned the claims to its owner.

In July 2010, the Company entered into an Exploration Development and Purchase Option Agreement with Abdalah Omary Kigoda of P.O. Box 80, Handeni, Tanga, Tanzania (the "ML Holder"), to acquire title to a mining license situated in The Handeni Tanga Mining District of United Republic of Tanzania, Africa. The Handeni Mining License covers 7.02 hectares and is located in the Handeni region. On September 6, 2010, the ML Holder made application to the Commissioner for Minerals, Ministry of Energy and Minerals in Dar es Salaam for the conversion of the PML into a mining license ("Mining Licence"). The ML holder also assigned the PML and all rights and obligations under the Option Agreement to his son Abdallah Omar Kigoda. As part of this assignment, the Company agreed to issue 700,000 common shares to Abdallah Omar Kigoda, which was done in October 2010.

On September 9, 2010, the Company entered into an Exploration Development and Purchasing Option Agreement with Mojar One Company Limited ("the ML Holder") of Box 33023 Dar es Salaam, Tanzania through its wholly owned subsidiary DJ Mines Limited, a Company duly established in Tanzania. Mojar One Company Limited is the legal owner of Mining License No 380/2009 issued on July 30, 2009 covering an area of approximately 10 square kilometres located in the Negese Area in Kilindi District, Tanzania. Under the terms and conditions of the Agreement, Mojar One Company Limited irrevocably granted to the Company the sole right to prospect and mine on the Mining Licence ("ML") area and granted to the Company the exclusive option to purchase the ML at the sole discretion of the Company.

The Option Agreement on the Negese property expired and the Company decided not to proceed with further exploration. Accordingly, the Company recognized an impairment of $477,372 in the financial statements of the Company as at January 31, 2016.

The Company is currently in a dispute with the property owners of Handeni which has lead to a court challenge regarding the mineral licence for Handeni. The Minister of Energy and Minerals for Tanzania cancelled the mineral licence underlying the Handeni Property Option Agreement. The Company disputed this ruling and appealed to the High Court of Tanzania to have the mineral licence reinstated. The Company lost its appeal in the High Court but on subsequent appeal, the Courts in Tanzania have agreed to a further hearing of the appeal. The appeal has been successful as the courts have ordered further a hearing on the case. This matter continues to be before the courts in Tanzania, who in turn have yet to render a new date to continue the appeal.

The Company's business is managed by officers with professional backgrounds and an active board of directors with technical expertise. This is augmented by independent financial, geological and mining professionals retained to advise the Company on its exploration programs and business.

This MD&A is prepared to conform to the requirements of National Instrument 51-102F1 and has been approved by the Board of Directors prior to release.

OVERALL PERFORMANCE

Sonora (TSX.V – SOC) is a Canadian-based mineral exploration company seeking commercially exploitable mineral properties. The Company currently has one property located in Tanzania, Africa. This region is historically recognized as a gold-silver rich area and is home to companies with operating mines in the same region to Sonora's mineral property. Sonora's strategy is to identify potentially economic resources and acquire further mineral properties in areas that have potential for such discoveries.

Three Month Period Ending April 30, 2017 Financial Summary

The Company holds the Handeni concession in Tanzania and did not conduct any exploration work on the concession because of litigation alluded to above. In the fiscal year ending January 31, 2012 the Company conducted exploration work on the Negese property, which was fully impaired during the year ended January 31, 2016. This included general trenching, geophysics and geochem analysis along with surface sampling through soil and rock-chip sampling.

The net loss for the quarter ended April 30, 2017 was $39,408 compared to $38,583 for the quarter ended April 30, 2016. Management fees were $24,000 vs $19,200 in the previous quarter ending April 30, 2016. Transfer agent and regulatory fees were $6,385 vs. $10,611 the previous year. All other expenses were essentially unchanged as the Company awaits a hearing in Tanzania regarding the Handeni property.

The ongoing legal dispute resulted in a reduced work activity while the Company pursues its legal claim on the Handeni property as we are waiting for the court to move forward. This claim was the result of the Minister of Mines cancelling the ML issued even though the Company acquired and paid for the ML from the previous owner and adhered to all work conditions on the property.
The Company continues to pursue other resource opportunities in addition to the property in Tanzania.

Investor Awareness
During the year ending January 31, 2017, and the quarter ending April 30, 2017, the Company did not incur any investor relations costs as it chose to contain its costs while they pursued their legal claim on the Handeni claims. It is expected that as world markets improve and precious metals prices remain at current levels, the company will increase its investor awareness programs including print and web media advertising to gain a stronger corporate profile.

MINERAL PROPERTIES

Handeni Property
In July 2010, the Company entered into an Exploration Development and Purchase Option Agreement with Abdalah Omary Kigoda of P.O. Box 80, Handeni, Tanga, Tanzania (the "ML Holder"), to acquire title to a mining license situated in The Handeni Tanga Mining District of United Republic of Tanzania, Africa. The Handeni Mining License covers 7.02 hectares and is located in the Handeni region. On September 6, 2010, the ML Holder made application to the Commissioner for Minerals, Ministry of Energy and Minerals in Dar es Salaam for the conversion of the PML into a mining license ("Mining Licence"). The ML holder also assigned the PML and all rights and obligations under the Option Agreement to his son Abdallah Omar Kigoda. As part of this assignment, the Company agreed to issue 700,000 common shares to Abdallah Omar Kigoda, which was done in October 2010. On February 1, 2011, the Minister of Mines cancelled the ML acquired by the Company in spite of the fact that the ML had been acquired and paid for from a citizen of Tanzania. The Company appealed this decision and in October 2011, the appeal court ruled that the matter must be referred to the High Court of Tanzania. This hearing was held on March 27, 2012 and the Company lost this appeal. After this ruling the Tanzania High Court has agreed to hold a hearing to review its decision. The courts have recently accepted he Company appeal and the hearing date has yet to be determined.

Negese Property
On September 9, 2010, the Company entered into an Exploration Development and Purchasing Option Agreement with Mojar One Company Limited ("the ML Holder") of Box 33023 Dar es Salaam, Tanzania through its wholly owned subsidiary DJ Mines Limited, a Company duly established in Tanzania. Mojar One Company Limited is the legal owner of Mining License No 380/2009 issued on July 30, 2009 covering an area of approximately 10 square kilometres located in the Negese Area in Kilindi District, Tanzania. Under the terms and conditions of the Agreement, Mojar One Company Limited irrevocable granted to the Company the sole right to prospect and mine on the Mining Licence ("ML") area and granted to the Company the exclusive option to purchase the ML at the sole discretion of the Company.

The Option Agreement has expired on Negese and the Company has decided not to carry out further exploration on the property and recorded an impairment charge of $477,372 for the year ending January 31, 2016.

SCHEDULE OF EXPENDITURES – MINERAL PROPERTIES

The Company has incurred the following expenditures on the Sonora claim group:

	Handeni $	Negese $	Total $
Acquisition costs:			
Balance, January 31 and April 30, 2016 and 2017	511,956	–	511,956
Exploration costs:			
Balance, January 31, 2016	–	72,705	72,705
Impairment	–	(72,705)	(72,705)
Balance, January 31 and April 30, 2016 and 2017	–	–	–
Carry amounts:			
As at January 31, 2017	511,956	-	511,956
As at April 30, 2017	511,956	–	511,956

SELECTED ANNUAL INFORMATION

	Year ended January 31, 2017 $	Year ended January 31, 2016 $	Year ended January 31, 2015 $
Revenues	–	–	–
Net loss	(234,759)	(617,183)	(145,408)
Net loss per share, basic and diluted	–	(0.02)	–
Total assets	552,377	525,090	1,094,911

Fiscal 2016 included the $477,372 impairment of exploration and evaluation assets.

RESULTS OF OPERATIONS

The net loss for the quarter ended April 30, 2017 was $39,408 vs. $38,583 at April 30, 2016 and $234,759 for the year ended January 31, 2017.

SUMMARY OF QUARTERLY RESULTS

Quarter Ending	April 30, 2017 Q1 $	January 31, 2017 Q4 $	October 31, 2016 Q3 $	July 31, 2016 Q2 $	April 30, 2016 Q1 $	January 31, 2016 Q4 $	October 31, 2015 Q3 $	July 31, 2015 Q2 $
Revenue		–	–	–	–	–	–	–
Net loss for the period	(39,408)	(103,534)	(43,117)	(49,525)	(38,583)	(507,894)	(32,109)	(39,158)
Basic and diluted loss per share	--	–	–	–	–	(0.01)	–	–

The quarter ended January 31, 2016 includes the $477,372 impairment of exploration and evaluation assets recognized. The quarter ended January 31, 2017 includes share-based compensation of $73,317 recognized.

CAPITAL RESOURCES AND LIQUIDITY

As at April 30, 2017 the Company had $5,212 in cash compared to $33,360 at January 31, 2017 and $220,782 at April 30, 2016.

On April 28, 2016, the Company completed a private placement in the amount of $250,000 by the issuance of 25,000,000 of the Company`s common shares at $0.01 per share.

The Company's working capital deficit at April 30, 2017 was $9,579 compared to working capital at January 31, 2017 of $29,829 and working capital of $151,819 at April 30, 2016.

As the Company does not receive any revenues from any of its operations, cash flows are mainly from the Company's financing activities. The Company has adequate funds on hand now but recognizes that should it exercise its options to acquire resource assets and should it carry out an extensive drilling program, it will require additional funding to continue the development of its mineral properties and to pay for general corporate and administrative expenses.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are outlined in Note 7 of the financial statements and include management fees paid and rent paid to companies controlled by officers of the Company.

Accounting Standards Issued but Not Yet Effective

Several new standards, and amendments to standards and interpretations, are not yet effective for the year ended January 31, 2017, and have not been applied in preparing these financial statements.

New standard IFRS 9, "Financial Instruments"

Amended standard IFRS 2, "Share-based Payment"

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the Company's consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

FINANCIAL INSTRUMENTS AND RISKS

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at April 30, 2017 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Balance, Jan 31, 2017
	$	$	$	$
Cash	5,212	–	–	33,360
Restricted cash	2,875	–	–	2,875

The fair values of other financial instruments, which include amounts receivable and accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consist of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the foreign exchange rates. The Company's functional and reporting currency is the Canadian dollar. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. As at April 30, 2017, the Company has no financial instruments denominated in a foreign currency; however, the Company has exploration and evaluation assets in Tanzania with mineral property option agreement obligations denominated in US dollars.

(d) Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

RISK FACTORS

Companies involved in the mineral exploration industry are faced with many risk factors. The following selected risk factors are those management views as the most germane to the Company as this stage in the Company's growth. While it is not possible to eliminate all the factors inherent in the mineral exploration business, the Company, through ongoing assessment, strives to mitigate these risks to ensure the protection of its assets.

Exploration and Development Risk

Mineral exploration and development involves a high degree of risk and few properties explored are ultimately developed into producing mines. There is no assurance that any mineral resources identified and defined can be commercially mined. Sonora attempts to mitigate these risks by conducting exploration programs and studies using qualified contractors and personnel who will make professional recommendations based upon the findings of these studies.

Competitive Risk

The Company's business is intensely competitive, and the Company competes with other mineral exploration companies, many of which have greater resources and experience. Competition in the precious and base metals mining industry is primarily for mineral rich properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate such properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine precious and base metals, but conduct refining marketing on a world-wide basis and many of these companies have much greater financial and technical resources that the Company. Such competition may result in the Company being unable to acquire other desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's result of operations and business.

Resource/Reserve Calculation Risk

There is a degree of uncertainty attributable to the calculation of mineral resources and mineral reserves and corresponding grades. Until ore is mined and processed, quality of mineral resources and mineral reserves and grades must be considered as estimates only. In addition, the quantity of mineral resources or reserves and grades may vary depending upon the prices of the individual commodities contained. Any material change in quantity of mineral resources or reserves, grade, or recovery ratio may affect the economic viability of the Company's project. In addition, there can be no assurances that recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. The Company attempts to mitigate these risks by conducting resource evaluations and studies using qualified contractors and personnel who will make professional recommendations based upon the findings of these evaluations and studies.

Financing Risk

Sonora has limited financial resources and relies upon the issuance of share capital to raise funds. The Company's management is aware that the availability of equity funds at favourable terms is not certain, so the financial requirements of Sonora's operations are reviewed at least quarterly to all for timely changes in capital deployment. The Company has been successful in the past in obtaining financing through the placement of equity, however, there can be no assurance that it will obtain adequate financing in the future or that the terms of such financing will be favourable.

Country Risk

The Company conducts exploration in Tanzania, Africa. Tanzania is a developing country and obtaining, financing, finding or hiring qualified people or obtaining necessary services for the Company's operations in Tanzania may be difficult. Tanzania's status as a developing country may make it more difficult for the Company to attract investors or obtain any required financing for its mining projects.

The acquisition of the right to exploit mineral properties is a detailed and time-consuming process. Although the Company is satisfied it has taken reasonable measures to acquire unencumbered rights to explore on and exploit its mineral reserves on the Company's mining claims, no assurance can be given that such claims are not subject to prior unregistered agreements or interests or to undetected or other claims or interests which could be material and adverse to the Company.

Business Cycle Risk

General market conditions and the price of precious and base metals will have an impact on the Company's ability to raise financing in the future to continue the exploration of its properties and further the Company's long term plan. Commodities prices are generally regarded to behave cyclically, however gold has reached a significant high in recent months. There can be no assurance that these conditions will remain over the long-term. The Company can be favourably or adversely affected by a change in cyclical market direction. Any changes in general market conditions are beyond the control of the Company.

FOURTH QUARTER

See summary of quarterly results.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited consolidated financial statements for the year ended January 31, 2017 to which this MD&A relates.

OUTSTANDING SHARE DATA

As at June 12, 2017, the Company had 60,926,172 shares outstanding.

Share Purchase Warrants

As at June 12, 2017, the Company had no share purchase warrants outstanding.

Stock Options

As at June 12, 2017, the Company had 1,550,000 stock options outstanding, exercisable at $0.05 per share expiring on November 3, 2021.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with International Financial Reporting Standards.

In connection with Exemption Orders issued in November 2007, by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under Multilateral Instrument ("MI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in MI 52-109.

FORWARD-LOOKING STATEMENTS

All statements in this report that do not directly and exclusively relate to historical facts, constitute forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. The Company disclaims any intention or obligation to update or revise such forward-looking statements, as a result of new information, future events or otherwise.

CORPORATE DATA

HEAD OFFICE		REGISTERED OFFICE & SOLICITOR
Suite 210, 905 West Pender Street Vancouver, BC V6C 1L6 Tel: 604.641.4450 Fax: 1.855.557.4622 Email: ken@sonoragoldcorp.com Website: www.sonoragoldcorp.com		Axium Law Corporation Suite 910, 800 West Pender Street Vancouver, BC V6C 2V6 Telephone: 604.685.6100 Fax: 604.692.4900
REGISTRAR AND TRANSFER AGENT		**AUDITORS**
Computershare Trust Company of Canada 3rd Floor, 510 Burrard Street Vancouver, BC V6C 3B9		Saturna Group Chartered Professional Accountants LLP Suite 1250, 1066 West Hastings Street Vancouver, BC V6E 3X1
DIRECTORS & OFFICERS		**CAPITALIZATION**
Ken Churchill, President & CEO, Director		Authorized: 100,000,000
Robert G. Dinning, CPA, CA, CFO, Director		Issued: 60,926,172
Michael Resendes, Director		Options: 1,550,000
Heinrich Grabner, Director		Fully Diluted: 62,476,172

LISTING
TSX Venture Exchange: SOC CUSIP: 835651