

FORM 45-106F1
REPORT OF EXEMPT DISTRIBUTION

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer Information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Sonora Gold & Silver Corp. (the "Corporation")
Suite 500, 666 Burrard Street
Vancouver, British Columbia V6C 3P6
Tel: (604) 601-2079

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Corporation is a reporting issuer in British Columbia and Alberta.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below:

- | | |
|---|---|
| <input type="checkbox"/> Biotech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Details of Distribution

Item 4: Complete Schedule 1 to this report. Schedule 1 is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

October 10, 2008.

Item 6: For each security distributed:

- (a) describe the type of security;
- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- (c) state the exemption(s) relied on.

Pursuant to a private placement, the Corporation distributed 6,500,000 units at a price of \$0.05 per unit, for gross proceeds of \$325,000. Each unit was comprised of one common share and one-quarter of a common share purchase warrant, each four warrants being exercisable to acquire one common share at an exercise price of \$0.15 per share for a one year period. The Corporation relied on the exemption contained in sections 2.3 and 2.5 of National Instrument 45-106 in issuing the units.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table securities issued as payment for commissions or finder's fees disclosed under item 8 below.

Each Jurisdiction Where Purchasers Reside	Number of Purchasers	Price per Security (Canadian \$) ⁽¹⁾	Total Dollar Value Raised From Purchasers in the Jurisdiction (Canadian \$)
Switzerland	5	\$0.05	\$115,000.00
British Columbia	7	\$0.05	\$135,000.00
Ontario	1	\$0.05	\$75,000.00
Total Number of Purchasers	13	\$0.05	\$325,000.00
Total Dollar Value of Distribution in All Jurisdictions (Canadian \$)			\$325,000.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full Name and Address of the Person Being Compensated	Compensation Paid or to be Paid (Cash and/or Securities)				
	Cash (Canadian \$)	Securities			Total Dollar Value of Compensation (Canadian \$)
		Number and Type of Securities Issued	Price per Security	Exemption Relied on and Date of Distribution	

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: October 14, 2008

SONORA GOLD & SILVER CORP.
Name of Issuer (please print)

Ken Churchill, President, 604) 601-2079
Print Name, Title and Telephone Number of Person Signing

"K. Churchill"

Signature

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice – Collection and Use of Personal Information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule 1 contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule 1 of this report:

- (a) has been notified by the issuer:
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule 1;
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation;
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario; and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information; and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

Instructions:

1. File this report and the applicable fee in each jurisdiction in which a distribution is made at the addresses listed at the end of this report. If the distribution is made in more than one jurisdiction, the issuer may complete a single report identifying all purchasers and file that report in each of the jurisdictions in which the distribution is made. Filing fees associated with the filing of the report are not affected by identifying all purchasers in a single report.
2. If the space provided for any answer is insufficient, additional sheets may be used and must be cross-referenced to the relevant part and properly identified and signed by the person whose signature appears on the report.
3. One report may be used for multiple distributions occurring within 10 days of each other provided that the report is filed on or before the 10th day following the first of such distributions.
4. In order to determine the applicable fee, consult the securities legislation of each jurisdiction in which a distribution is made.