

FORM 58-101F2
Corporate Governance Disclosure
(Venture Issuers)

1. Board of Directors

The board of Sonoma Capital Inc (“Sonoma” or the “Company”) is comprised of five directors four of which are considered independent.

The independent directors of Sonoma are:

- Claude Forget
- Walter Lee
- Yvan Routhier
- Paul Sarjeant

The only director who is not independent is:

- Julio Di Girolamo

A member of the Board of Directors is considered independent if the member has no direct or indirect material relationship with the issuer. A material relationship means a relationship which could, in the view of the reporting issuer’s Board of Directors, reasonably interfere with the exercise of a member’s independent judgment.

2. Directorships

Board Member	Other Directorships
Julio Di Girolamo	- Capricorn Business Acquisitions Inc.
Claude E. Forget	- None
Yvan Routhier	- Capricorn Business Acquisitions Inc.
Walter Lee	- None
Paul Sarjeant	- Golden Harp Resources Inc

3. Orientation and Continuing Education

The board of directors is comprised of individuals with either prior experience as a director or publicly listed issuer or a private entity or with significant business experience as a senior business manager. The Company has no specific continuing education policy with its directors.

4. **Ethical Business Conduct**

All directors, officers and employees of the Company must comply with the law and regulations and must act honestly and in good faith with a view to the best interests of the Company in exercising their powers and discharging their duties.

Any director or officer of the Company shall disclose in writing or request to have it entered into the minutes of Board of Directors' meeting or any of the committees of the directors the nature and extent of any interest in a material contract or a material transaction, whether made or proposed, as soon as the director or officer becomes aware of such a contract or transaction. In such a case, the director shall abstain from voting on any resolution to approve such a contract or transaction.

5. **Nomination of Directors**

The board is entrusted with reviewing on a periodic basis the composition of the board and, when appropriate, with maintaining a list of potential candidates for board membership and interviewing potential candidates for board membership.

6. **Compensation**

The Company does not compensate directors and the CEO.

7. **Other Board Committees**

Other than the audit committee, the Company does not have any other standing committees.

8. **Assessments**

The Company does not currently trade on an exchange and the directors are satisfied that, given the current evolution of the Company, they are performing their duties as directors effectively.