

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Sassy Resources Corporation (the “Company”)  
804-750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

April 17, 2020.

**Item 3: News Release**

A news release was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on April 21, 2020.

**Item 4: Summary of Material Changes**

The Company announced management changes as further described in Item 5 below.

**Item 5: Full Description of Material Change**

The Company announced that Kate McLaughlin and Robert J. Stewart have been appointed as independent members of the Company’s board of directors, Sean McGrath has been appointed as the CFO and Corporate Secretary of the Company and Ian Fraser has been appointed as the Vice President of Exploration of the Company.

Additionally, Mark Scott, the CEO and a director of the Company has been appointed as the President of the Company, in place of Richard Savage, who remains a director of the Company.

**Kate McLaughlin, P.Eng, Independent Director**

Kate McLaughlin is a professional Mining Engineer with twenty-five years of technical, operations and leadership experience gained over the course of her career with Noranda, Falconbridge, Xstrata, Vale and Stantec. As the Innovation Leader for Stantec’s Energy & Resources operating unit, Kate leads Stantec’s creativity and innovation program which develops innovative approaches and solutions for the Mining, Oil and Gas, and Power and Dams business lines. Her specific areas of specialization include mine design and production engineering, principles of Lean manufacturing, design for Six Sigma within capital projects, and Agile mine design and operation. Kate holds Bachelor of Applied Science (B.App.Sc) and Master of Science (MSc) degrees in Mining Engineering from Queen’s University. She is a registered professional engineer with the Professional Engineers of Ontario (PEO).

**Robert J. Stewart, P.Geo, Independent Director**

Rob Stewart is a professional geologist with over thirty years of exploration, mines geology and leadership experience. He was most recently the Manager of Regional Exploration and Mines Geology for Vale Canada’s Manitoba Operations. Rob has played a critical role in the discovery and development of dozens of mineral deposits and ore bodies over the course his career, has managed large teams of field exploration and mine production geologists and has successfully managed annual exploration budgets of up to \$20 million. Mr. Stewart holds a BSc (Hons) in Geology from St. Francis Xavier University and is a registered professional geologist with Association of Professional Engineers and Geoscientists of Manitoba (APEGM).

**Sean McGrath, CPA, CGA, CFO & Corporate Secretary**

Mr. Sean McGrath is a Chartered Professional Accountant (CPA, CGA) in Canada and a former Certified Public Accountant (Illinois) in the United States of America. He has spent more than 20 years providing financial management and consulting services to publicly traded companies, with primary emphasis in the natural resources sector. In his capacity he has been responsible for corporate strategy, in all aspects of accounting and finance, planning and forecasting, treasury, and internal and external reporting, internal

controls and tax. Mr. McGrath has held senior executive positions with numerous publicly traded companies throughout his career, and he is currently a Director of several TSX Venture Exchange listed companies.

**Ian Fraser, P.Geo, Vice President Exploration**

Ian Fraser holds a Bachelors degree in Geology from Laurentian University and is a registered member of the Association of Professional Engineers and Geoscientists of Saskatchewan and Alberta. Mr. Fraser has worked with numerous junior and senior mining and exploration companies over his 30-year career. During his career, Mr. Fraser has designed, supervised and been involved in numerous gold, nickel+PGE, uranium, base metal, diamond and coal projects throughout Canada and South America. Mr. Fraser's expertise is in the understanding of geological models and structural settings for various types of mineral deposits and applying the right geological, geochemical and geophysical techniques to explore, discover and develop mineral deposits.

Mr. Fraser has participated in the discovery and definition of multiple deposits which have been brought into production, including as Senior Geologist (Golden Rule Group of Companies) designed and supervised projects that lead to several gold discoveries in the La Ronge Greenstone Belt, Saskatchewan; as Chief Geologist (Waddy Lake Resources) discovered, oversaw production decision and mining at the Komis Gold Mine, Saskatchewan; and, as Senior Geologist (Antioquia Gold), supervised and mentored junior geologist at the Cisneros Gold Project, Colombia, which saw one deposit brought into production with a second deposit being prepared to do the same. Mr. Fraser is currently VP Exploration and a Director of Fathom Minerals Ltd., a private company overseeing exploration at the Rottenstone nickel-copper-cobalt + PGE project Saskatchewan.

To facilitate these changes, Wally E. Boguski and Dave Ellett have resigned as directors of the Company, Alphonse J. Ruggiero has resigned as a director and CFO of the Company and Kristine Frost has resigned as the Corporate Secretary of the Company. The Company wishes the outgoing members of management all the best in their future endeavors.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

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**Item 9: Date of Report**

April 21, 2020.