

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

May 21 and 29, 2020.

Item 3: News Release

A news release was filed on SEDAR at www.sedar.com on June 1, 2020.

Item 4: Summary of Material Changes

The Company announced the closing of a private placement and option grants as further described in Item 5 below.

Item 5: Full Description of Material Change

The Company announced that it has closed a non-brokered private placement (the “**Private Placement**”) of 5,440,000 units (the “**Units**”) at a price of \$0.25 per Unit and 256,000 flow-through units (the “**FT Units**”) at a price of \$0.35 per FT Unit raising total gross proceeds of \$1,449,600.

Each Unit consists of one common share (the “**Shares**”) and one transferable common share purchase warrant (the “**Warrants**”) with each Warrant exercisable to purchase one additional Share of the Company at a price of \$0.45 per Share for a period of 30 months from the closing date of the Private Placement (the “**Expiry Date**”).

Each FT Unit consists of one flow-through common share and one-half of one transferable Warrant, with each whole Warrant exercisable to purchase one additional Share of the Company at a price of \$0.50 per Share until the Expiry Date.

The Company paid \$36,372 and 138,320 finder’s warrants (the “**Finder’s Warrants**”) to PI Financial Corp., Haywood Securities Inc. and Mackie Research Capital Corporation. The Finder’s Warrants are exercisable at \$0.25 and \$0.35, respectively, per Share until the Expiry Date.

The Company will use the proceeds of the Private Placement for general working capital.

All securities issued are subject to a four-month hold period from closing of the Private Placement.

Mark Scott, President, CEO and a director of the Company, subscribed for 100,000 Units, and Richard Savage, a director of the Company, subscribed for 100,000 Units in the Private Placement. As a result, the Private Placement is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company relied upon the “*Issuer Not Listed on Specified Markets*” exemption from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

The Units that were issued under the Private Placement to directors, officers, promoters or persons who acquired over 10% of the voting common shares of the Company, are subject to escrow. In this regard, the securities that were acquired under the Private Placement by Mark Scott and Richard Savage are subject to escrow pursuant to a Form 46-201 Escrow Agreement.

Additionally, the Company announces that it has granted incentive stock options to purchase a total of 1,800,000 Shares at an exercise price of \$0.25 per Share for a period of five years to certain directors, officers and consultants in accordance with the provisions of its stock option plan.

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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CEO and Director

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Item 9: Date of Report

June 1, 2020.