

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

July 28, 2020.

Item 3: News Release

A news release was filed on SEDAR at www.sedar.com on July 28, 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 6,014,461 units (the “**Units**”) at a price of \$0.30 per Unit and 502,500 flow-through units (the “**FT Units**”) at a price of \$0.40 per FT Unit raising total gross proceeds of \$2,005,338.30.

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 \$0.50 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 \$0.55 per Share until the Expiry Date.

The Company paid \$46,900 and 146,650 finder’s warrants (the “**Finder’s Warrants**”) to PI Financial Corp., Haywood Securities Inc., Mackie Research Capital Corporation, Canaccord Genuity Corp. and Leede Jones Gable Inc. The Finder’s Warrants are exercisable between \$0.50 and \$0.55 per Share until the Expiry Date.

The Company will use the proceeds of the Private Placement for Phase 2 program on the Foremore property located in northwest British Columbia and for general working capital.

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

Additionally, the Company announces that it has granted incentive stock options to purchase a total of 850,000 Shares at an exercise price of \$0.30 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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For further information please contact:

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Item 9: Date of Report

July 28, 2020.