

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

Item 1: Name and Address of Reporting Issuer

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

Item 2: Date of Material Change

October 22, 2020.

Item 3: News Release

A news release was issued and disseminated on October 22, 2020 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has closed the first tranche of its non-brokered private placement (the “**Private Placement**”), as further described in Item 5 below.

Item 5: Full Description of Material Change

The Company announced that it has closed the first tranche of its Private Placement, refer to October 8, 2020 news release), raising aggregate gross proceeds of \$3,070,765.40. The second tranche is expected to close shortly.

In this first tranche, Sassy has issued 1,578,628 units (the “**Units**”) at a price of \$0.90 per Unit and 1,375,001 flow-through units (the “**FT Units**”) at a price of \$1.20 per FT Unit.

Each Unit consists of one common share (a “**Share**”) and one-half of one transferable warrant with each whole warrant (a “**Warrant**”) exercisable at a price of \$1.25 for a period of two years, provided that in the event that the closing price of the Company’s Shares on the Canadian Securities Exchange (the “**Exchange**”) (or such other exchange on which the Company’s Shares may become traded) is \$1.75 or greater per Share during any ten (10) consecutive trading day period at any time subsequent to four months and one day after the closing date, the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the holders of the Warrants (the “**Accelerated Expiry Provisions**”).

Each FT Unit consists of one flow-through common share and one-half of one transferable Warrant with each whole Warrant exercisable at a price of \$1.50 for a period of two years, subject to the Accelerated Expiry Provisions.

All securities issued are subject to a four-month hold period pursuant to securities laws in Canada.

The Company paid total finder’s fees of \$156,247.56 and 142,983 finder’s warrants (“**Finder’s Warrants**”) to Leede Jones Gable Inc., Haywood Securities Inc., PI Financial Corp., Mines Equities Ltd., Canaccord Genuity Corp., Aligned Capital Partners Inc. and Qwest Investment Fund Ltd. The Finder’s Warrants are non-transferable and exercisable at prices of \$0.90 and \$1.20 per Finder’s Warrant for a period of two years subject to the Accelerated Expiry Provisions.

The Company intends to use the proceeds from the Private Placement to further advance its Westmore gold-silver discovery and its broader Foremore Gold-Silver Project in the Eskay Camp.

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

October 22, 2020