

**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

February 11, 2021.

Item 3: News Release

A news release was issued and disseminated on February 12, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it is in negotiations to option the Nicobat asset, it has created a wholly-owned subsidiary, Gander Gold Corporation and the acquisition of 8 claim blocks in Newfoundland, as further described in Item 5 below.

Item 5: Full Description of Material Change

With drill hole confirmation of a grassroots gold-silver discovery at its 100%-owned flagship Foremore Property in the Eskay Camp (refer to Feb. 5, 2021 NR), the Company (CSE: SASY) (FSE: 4E7) (OTCQB: SSYRF) is pleased to announce a revamped strategy around its second project in order to focus resources on Foremore and create dynamic new shareholder value creation opportunities.

Nicobat Project

Rather than push forward with a planned exploration drill program at Nicobat in Q1 2021, Sassy is in final negotiations to monetize the Nicobat asset by optioning it to a battery metals focused private Canadian exploration company in exchange for shares in that entity and a multi-year work commitment. The private company’s intention is to seek a listing on the Canadian Stock Exchange (CSE). Sassy shareholders will be kept informed of developments. The Company can give no assurances at this time that a definitive agreement will be completed.

Sassy Creates Wholly-Owned Subsidiary to Advance Newfoundland Properties

Sassy has formed a wholly-owned subsidiary, **Gander Gold Corporation**, to pursue discovery opportunities in Newfoundland, one of the most exciting exploration districts in Canada at a current stage that’s similar to the early development of the Eskay Camp around the time of the Eskay Creek discovery. The creation of Gander Gold gives Sassy multiple strategic options to further build shareholder value through the balance of 2021 and beyond in ways that will be complementary, and non-dilutive, to the Company’s flagship Foremore Property and the exciting new gold-silver discovery at the Westmore Discovery Zone.

Sassy Acquires 8 Strategic Claim Blocks (624 Claims – 156 km²) For Gander Gold

Sassy has entered into an option agreement (the “Agreement”) with Vulcan Minerals (TSXV: VUL) to acquire a 100% interest in eight (8) claim blocks (624 total claims, 156 km²) including drill-ready Gander North, a compelling target intersected by a major regional fault zone (GRUB Line) approximately 15 km northeast of New Found Gold’s (TSXV: NFG) Keats Zone discovery. There’s now a much better understanding of the Gander Gold Belt’s potential mineral endowment, since the New Found discovery, which makes Gander North (never previously drilled) and Sassy’s other claim blocks a potential high impact acquisition.

Notably, Gander North features very high historic gold-in-till anomalies along its western and northern boundaries. The adjoining property is Jonathan’s Pond, currently being explored by Exploits Discovery (CSE: NFLD), where some of the highest till anomalies in Newfoundland (up to **410,000 ppb** or **410 g/t Au**, refer to Exploits’ Dec. 10, 2020, NR) trend onto parts of Gander North (see attached maps which also include proposed drill holes at Gander North).

Other Gander North Highlights:

- A series of magnetic lineament structures on the northern part of the claim block are coincident with historic till anomalies;
- The southern part of the claim block features a copper-gold showing in a significant zone of silicification, quartz stockwork and brecciation indicative of epithermal mineralization. The zone has been traced in outcrop by Vulcan geologists over 400 meters along strike and up to 80 meters in width and is open in both directions within an area of gold and arsenic geochemical anomalies. The zone appears to have had multiple episodes of quartz veining, all of which appear to be sulphide bearing to varying degrees;
- A paved road, logging roads and a power line cut through Gander North which is just 5 kilometers from the town of Gander;
- Sassy is awaiting receipt of drill permits for Gander North from the Newfoundland government.

Gander South

Gander South (57 Claims, 14 km²), which also features easy access, is the closest claim group to New Found Gold's Queensway South Eastern Pond discovery (45 kilometers south of the Keats Zone), other than claims held by New Found Gold, in a corridor that's expected to garner much more attention in the months ahead (refer to NFG August 27, 2020, news release, which describes this "new fertile gold region").

Under-explored Gander South offers strong upside exploration potential given its favorable stratigraphy and structure (Dog Bay Line) and an historic gold and arsenic stream silt anomaly yet to be investigated. Claims are located on strike with the Beaver Brook antimony mine within as little as 5 kilometers northwest of NFG's Eastern Pond discovery defined by sub crop and till sample results over a minimum strike length of four kilometers.

Additional Claim Blocks

Additional claim blocks acquired by Sassy from Vulcan, with more details to come, are Gander West (20 Claims, 5 km²), Lizard Pond (60 Claims, 15 km²), Mt. Peyton (30 Claims, 8 km²), Little River East (107 Claims, 27 km²) and Hermitage Fault (253 Claims, 63 km²).

The Deal

Pursuant to the terms of the Agreement, total aggregate consideration payable by Sassy to Vulcan is \$400,000 cash over four years (\$100,000 immediately for Year 1), exploration expenditures of \$2 million over four years (\$200,000 in Year 1), and 2.5 million shares of the company over four years as follows:

- One million shares upon signing of the Agreement (four-month hold applies);
- 300,000 common shares on the first anniversary of the agreement;
- 300,000 common shares on the second anniversary of the agreement;
- 400,000 common shares on the third anniversary of the agreement.
- 500,000 common shares on the fourth anniversary of the agreement.

Vulcan will retain a 3% royalty covering the 624 claims. Sassy has the right to repurchase one-half of that NSR (1.5%) for \$2,000,000 in cash and 500,000 shares within one year following delivery to Vulcan of a Feasibility Report.

Qualified Person

The technical information in this news release has been reviewed and approved by Mr. Ian Fraser, P. Geo., Vice President of Exploration for Sassy Resources. Mr. Fraser is the Qualified Person responsible for the scientific and technical information contained herein under National Instrument 43-101 standards.

Figure 1: Map of Sassy's Gander North & Northeast Claim Blocks

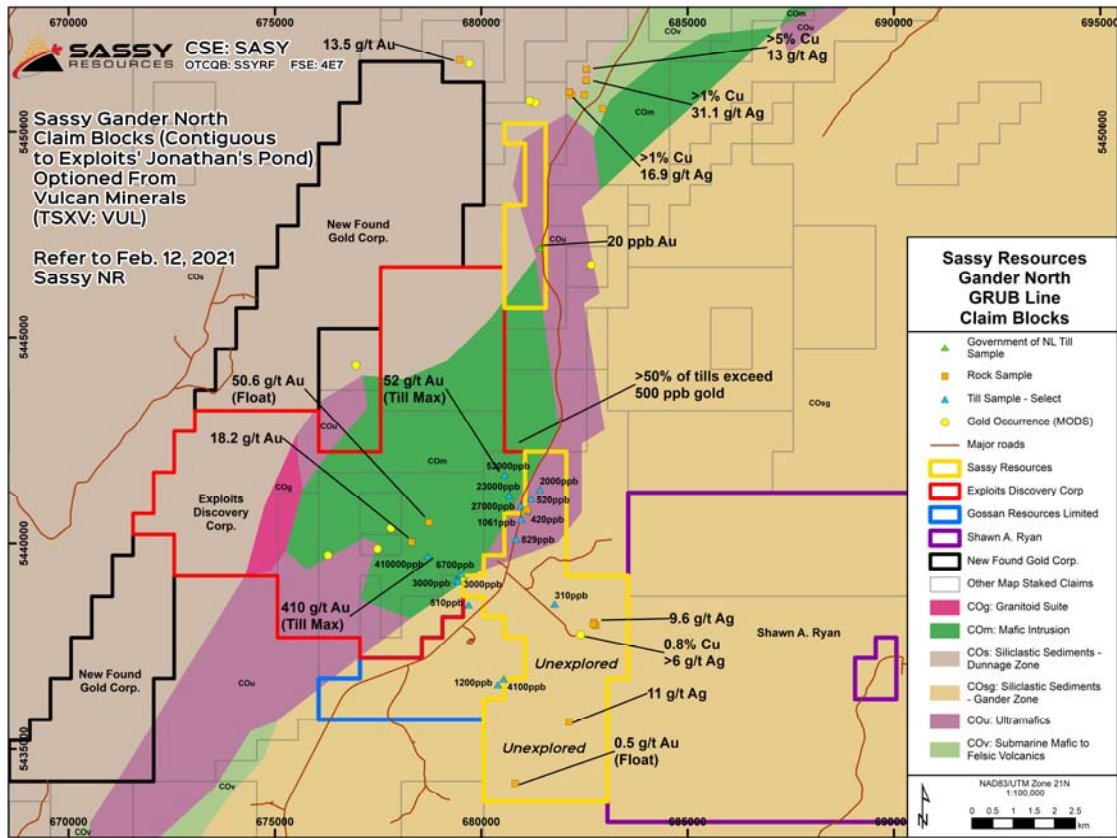
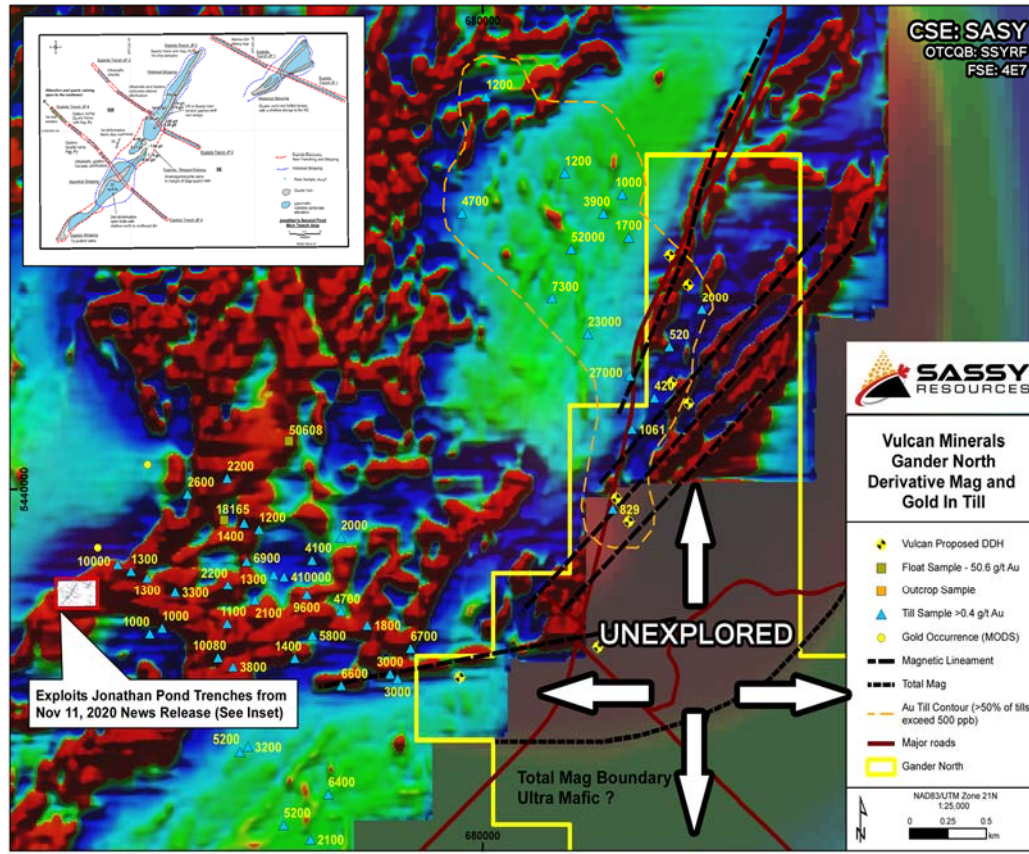


Figure 2: Map Showing Gander North Derivative Mag And Historic Gold in Till



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

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Item 9: Date of Report

February 16, 2021