

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 25, 2021.

Item 3: News Release

A news release was issued and disseminated on February 26, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has commenced trading on the OTCQB® marketplace, the Company is now DTC full-service eligible and restricted share units granted, as further described in Item 5 below.

Item 5: Full Description of Material Change

The Company is pleased to announce that it has commenced trading on the OTCQB® marketplace under the symbol “SSYRF” and that **as of February 25, 2021** the Company is now DTC full-service eligible. Current and future United States based investors now have greater access, ease of trading, home country disclosure, current financial disclosures and Real-Time Level 2 quotes on www.otcmarkets.com.

The Company appointed Burns, Figa and Will, Attorneys, to provide guidance with respect to its eligibility to meet the requirements of the OTCQB and to advise the Company on its responsibilities for complying with its U.S. disclosure obligations under the Securities Act of 1934 and Rule 12g3-2 promulgated thereunder in connection with the OTCQB listing and the OTCQB standards for international companies.

Restricted Share Units Granted

In accordance with the provisions of the Company’s restricted share unit (RSU) plan (the Plan) which was adopted by shareholders at the Company’s annual general and special meeting on November 25, 2020, the Company’s Board of Directors has approved the granting of 2,600,000 total RSUs to certain Officers and Directors of the Company. The units are subject to the provisions of the Plan and will be issued in six-month intervals over an 18-month vesting schedule.

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

February 26, 2021