

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

Item 1: Name and Address of Reporting Issuer

Sassy Resources Corporation (the “Company” or “Sassy”)
Suite 400 – 1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

March 8, 2021.

Item 3: News Release

A news release was issued and disseminated on March 9, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has entered into a Binding Letter of Intent (“LOI”) to option its Nicobat Property in Northwestern Ontario, as further described in Item 5 below.

Item 5: Full Description of Material Change

The Company is pleased to announce that it has entered into a LOI to option its Nicobat Property in Northwest Ontario to privately held MAX Power Mining Corporation (MAX Power), a deal that would make Sassy the largest shareholder in this new battery metals-focused company which plans to list for public trading on a Canadian exchange in the coming months.

Under the binding letter of intent, MAX Power can earn a 100% interest in Nicobat by incurring \$1 million in exploration expenditures on the property over a 4-year period while also issuing five (5) million shares in the company to Sassy upon obtaining a listing on a Canadian exchange with the Nicobat as a qualifying property. Those shares will be released to Sassy in stages over a three-year period while Sassy will also be granted one million warrants, exercisable at 25 cents, to purchase an additional one million shares in MAX Power within 36 months. Sassy will retain a 1% NSR on the property which may be purchased by MAX Power at any time for \$1,000,000. In addition, Sassy will have the right to appoint one director to the MAX Power board after the date of listing.

The binding letter of agreement between the parties is subject to execution of a definitive option agreement on or before May 31, 2021, along with customary regulatory and exchange approvals.

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

March 9, 2021