

**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

May 17, 2021.

Item 3: News Release

News releases were issued and disseminated on May 14, 2021 and May 18, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has further expanded its Newfoundland property holdings and closed a non-brokered private placement (the “Private Placement”) of its subsidiary, Gander Gold Corporation (“Gander Gold”), as further described in Item 5 below.

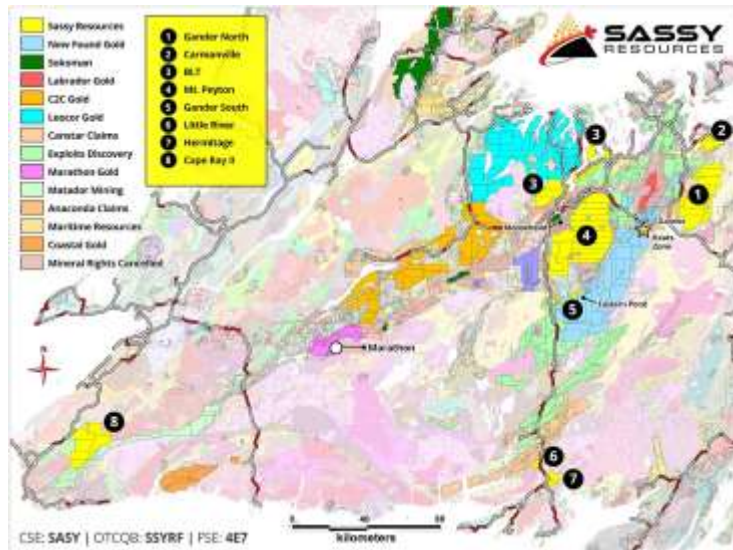
Item 5: Full Description of Material Change

Property Expansion

The Company announced that, through its subsidiary, Gander Gold, the Company has expanded its Newfoundland property holdings from 1,381 sq. km to 2,257 sq. km.

The 3,503 newly acquired claims (876 sq. km) cover a large portion of the Mount Peyton Intrusive and Gabbroic Complex situated in between New Found Gold’s Keats Zone and Sokoman Minerals’ Moosehead discovery. These claims were staked by and optioned from prospector Shawn Ryan and Wildwood Exploration Inc. whose extensive area research has recently led to a new understanding of the potential of the under-explored Mount Peyton Intrusive.

Central Newfoundland Gold Belt Updated Map with New Sassy Claims

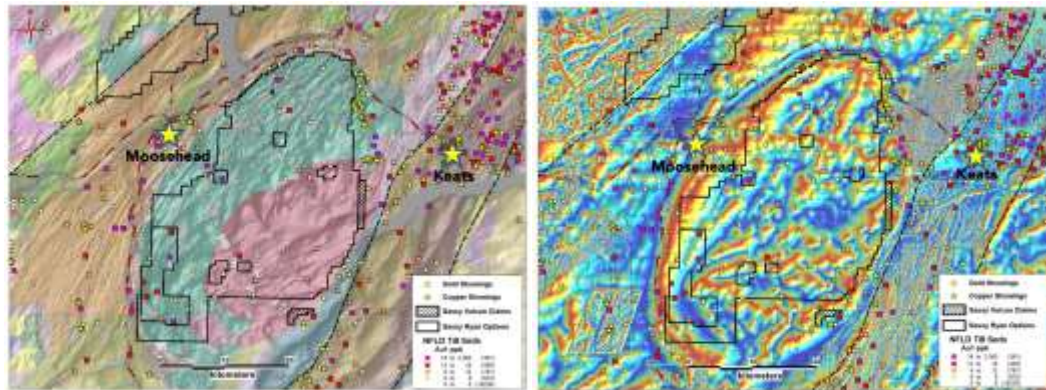


Highlights:

- The expanded Mount Peyton package includes extensive southwest-northeast trending geophysical structures and a potentially significant fold nose in the southwest portion of the project area. Several historic anomalous gold-in-till results overlay this structure;
- The intrusive and gabbroic rocks found at Mount Peyton are commonly associated with gold mineralization. Combined with known geophysics and geochemistry in the area, and the presence of two adjacent high-grade gold deposits (Keats & Moosehead), the under-explored Mount Peyton Project is considered highly prospective for new discoveries. A network of secondary roads covers much of the project and facilitates access; and

- The Company, through its subsidiary Gander Gold, will soon launch into an extensive non-stop exploration program covering its significant holdings in the Central Newfoundland Gold Belt, including airborne geophysical surveys, widespread soil/till sampling, and Phase 1 drilling along the GRUB Line at Gander North.

Expanded Mount Peyton Project – Geology, Historical Showings, Gold-In-Till, Mag



The Deal – Key Terms

Sassy has amended the original BLT & Mount Peyton South option agreement (see Sassy’s May 4, 2021 news release for additional details) with Shawn Ryan and Wildwood Exploration Inc. (the “**Optionor**”) to acquire a 100% interest in the 3,503 “Mount Peyton Add-On Claims” described in the news release.

Under the terms of the amended agreement, Sassy (Gander Gold) will pay to Wildwood a cash payment equal to the staking cost associated with the add-on-claims (\$227,695), of which the \$175,150 refundable portion of the claims deposit (\$50 per claim) paid to the government of Newfoundland and Labrador will be reimbursed to Sassy (Gander Gold) if the Company meets the \$200 per claim assessment obligation (\$700,600 total) by January 15, 2022. Additional cash payments of \$25,000 per year will be paid by the Company (Gander Gold) to Wildwood Exploration Inc. on the anniversary of the original BLT & Mount Peyton South option agreement in the years 2022 - 2025 (\$100,000 total).

Sassy will pay to Ryan a total of 2,500,000 shares in the Company in annual installments of 500,000 shares per year, the first of which is payable upon approval of the agreement and then annually on the anniversary of the original BLT & Mount Peyton South in the years 2022 – 2025. Should Gander Gold list on a public exchange, share payments from that date forward will be in Gander Gold common shares.

Qualified Person

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

Gander Gold Private Placement:

The Company also announced that it has closed the Private Placement of Gander Gold, including a strategic investment by Mr. Eric Sprott. The Private Placement of 45,425,000 special warrants, issued at a price of \$0.05 per special warrant, generated gross proceeds of \$2,271,250. The special warrants will be converted into common shares of Gander Gold at a date to be determined by the board of directors of Gander Gold, but no later than two weeks after Gander Gold becomes a reporting issuer.

Sassy previously purchased 105,991,667 common shares of Gander Gold at a price of \$0.005 per common share, for an aggregate purchase price of \$529,958.33. Combined with the Private Placement financing that closed on May 17, 2021, a total of \$2,801,208.33 has been raised by Gander Gold. These funds will be used for initial cash payments associated with the four option agreements the Company has entered into, for exploration costs in Newfoundland and for general and administrative purposes.

There are currently a total of 105,991,667 common shares and 45,425,000 special warrants issued and outstanding in Gander Gold. No other Gander Gold warrants, options or other securities have been issued to date by the Company. The Company intends to consolidate the outstanding common shares and special warrants in Gander Gold at a ratio of 3:1 and then convert the special warrants to common shares at a later date, after which there will

be a total 50,472,223 common shares issued and outstanding in Gander Gold, of which 35,330,556 (70%) will be held by Sassy. The balance (15,141,667) of the outstanding shares in Gander Gold, post-consolidation, will be held by the participants in the Private Placement closed on May 17, 2021.

The common shares and special warrants issued by Gander Gold are subject to resale restrictions pursuant to securities laws in Canada.

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:

Mark Scott
*Chief Executive Officer &
Director*
1.204.939.1957
info@sassyresources.ca

Terry Bramhall
*Sassy Resources – Corporate
Communications/IR*
1-604.833.6999 (cell)
1-604.675-9985 (landline)
terry.bramhall@sassyresources.ca

Michael Adams
*Managing Director – Star
Finance GmbH*
info@star-finance.eu

Item 9: Date of Report

May 18, 2021