

**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 31, 2021.

Item 3: News Release

A news release was issued and disseminated on May 31, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced it has completed the definitive agreement to option the Nicobat Property to Max Power Mining Corporation, as further described in Item 5 below.

Item 5: Full Description of Material Change

The Company announced that it has completed the definitive agreement (the “Agreement”) to option its Nicobat Property in Northwest Ontario to privately held MAX Power Mining Corporation (“MAX Power”). The deal makes Sassy the largest shareholder in this new battery metals-focused company which has completed an initial financing and has prepared listing submissions for a Canadian exchange.

Under the Agreement, 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.

Newfoundland.Gold Virtual Investor Days – June 1-3

Sassy reminds investors that Newfoundland.Gold will host its launch event, Virtual Investor Days, from Tuesday, June 1, through Thursday, June 3. This informative on-line conference will include corporate presentations from member companies, moderated by industry thought leaders, and will feature keynote speakers daily. Sassy President and CEO Mr. Mark Scott will be part of a panel discussion starting at 10:00 am PST (1:00 pm EST) Thursday, June 3, while Sassy Technical Adviser Mr. Shawn Ryan will be presenting Wednesday, June 2, starting at 11:00 am PST (2:00 pm EST) on “*Newfoundland: The Land of Golden Opportunities.*”

For more information on Virtual Investor Days and to register please visit Newfoundland.Gold and click on “Events”.

Newfoundland.Gold is focused on creating innovative capital attraction initiatives to promote Newfoundland and the member companies and this inaugural event is simply the beginning. Newfoundland.Gold will continue to develop its online presence to build awareness of the opportunities in Newfoundland with plans for site visits, road shows and conference attendance once COVID-19 travel restrictions are lifted.

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

June 2, 2021.