

**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**

July 8, 2022 and July 13, 2022.

**Item 3: News Release**

News releases were issued and disseminated on July 11, 2022 and July 14, 2022 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announced it has completed its non-brokered private placement (the “**Private Placement**”), as further described in Item 5 below.

**Item 5: Full Description of Material Change**

On July 11, 2022, the Company announced that it has closed the first tranche of its Private Placement raising gross proceeds of \$3,230,160 through the issuance of 16,564,925 common shares (the “**Shares**”) at \$0.195 per Share.

The Company paid total finder’s fees of \$45,040 and 230,974 finder’s warrants (“**Finder’s Warrants**”) to Haywood Securities Inc., Canaccord Genuity Corp. and Research Capital Corporation. The Finder’s Warrants are non-transferable and exercisable at a price of \$0.195 per warrant for 12 months from the date of issuance.

On July 14, 2022, the Company announced that it has closed the final tranche of its Private Placement raising additional gross proceeds of \$404,750 through the issuance of 2,075,641 Shares at \$0.195 per Share. The total proceeds raised in both tranches is \$3,634,910.

The Company paid total finder’s fees of \$19,792.50 and 101,500 Finder’s Warrants to PI Financial Corp.

All securities issued in the Private Placement are subject to a four-month hold period pursuant to securities laws in Canada, which hold period expires on November 9, 2022 for securities issued in tranche one and November 14, 2022 for securities issued in tranche two.

The Company intends to use the proceeds from the Private Placement for upcoming drilling and exploration at its 100%-owned Foremore Project in Northwest B.C.’s Eskay Camp, where the focus will be on advancing the high-grade Westmore gold discovery, and for general corporate purposes.

**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**

July 14, 2022.