

FORM 51-102F3

MATERIAL CHANGE REPORT

- 1. Name and Address of Company**
Sasquatch Resources Corp. (the “Company”)
#600 – 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
- 2. Date of Material Change**
November 4, 2022
- 3. News Release**
The news release announcing the material change was disseminated on November 7, 2022, through Newsfile. The news release was also filed with the British Columbia and Ontario Securities Commissions on SEDAR.
- 4. Summary of Material Change**
Sasquatch Resources Corp. fulfilled its first year option obligations by issuing an aggregate of 200,000 common shares.
- 5.1 Full Description of Material Change**
Pursuant to the Company’s option agreement (the “Option Agreement”) dated as of November 5, 2021 with Justin Deveault and 802213 Alberta Ltd. (the “Optionors”) respecting the Company’s Mount Sicker Property, the Company has fulfilled its first year option obligations by issuing an aggregate of 200,000 common shares to the Optionors. The shares were issued in accordance with applicable securities laws at a price of \$0.09 per share and are subject to a four month hold period.

Justin Deveault, a director of the Company, is an Optionor under the Option Agreement, and accordingly the share issuance to him is a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the transaction does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.
- 5.2 Disclosure for Restructuring Transactions**
N/A
- 6. Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable.
- 7. Omitted Information**
No information has been intentionally omitted from this material change report.
- 8. Executive Officer**
Michael Raven, Corporate Secretary
604.899.6401
- 9. Date of Report**
November 7, 2022