

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

- 1. Name and Address of Company**  
Sasquatch Resources Corp.  
#600 – 1090 West Georgia Street  
Vancouver, British Columbia V6E 3V7
- 2. Date of Material Change**  
August 22, 2024
- 3. News Release**  
The news release announcing the material change was disseminated on August 22, 2024, through Accesswire. The news release was also filed with the British Columbia and Ontario Securities Commissions on SEDAR+.
- 4. Summary of Material Change**  
Sasquatch Resources Corp. successfully exercised its option to acquire the British Columbia mineral claim comprising the Company's Mount Sicker Property.
- 5.1 Full Description of Material Change**  
See attached news release.
- 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**  
August 22, 2024

## SASQUATCH RESOURCES EXERCISES OPTION TO ACQUIRE MINERAL CLAIM COMPRISING THE COMPANY'S MOUNT SICKER PROPERTY

Vancouver, British Columbia – August 22, 2024 – **SASQUATCH RESOURCES CORP. (CSE: SASQ)** (“**Sasquatch**” or the “**Company**”) is pleased to announce that it has successfully exercised its option to acquire the British Columbia mineral claim comprising the Company’s Mount Sicker Property. Pursuant to the option agreement (the “**Option Agreement**”) dated as of November 5, 2021 with Justin Deveault and 802213 Alberta Ltd. (the “**Optionors**”), the Company has fulfilled its third year option obligations by making an aggregate cash payment of \$100,000 and by issuing an aggregate of 800,000 common shares to the Optionors. The shares were issued in accordance with applicable securities laws at a price of \$0.07 per share and are subject to a four month hold period in accordance with applicable securities laws.

Company CEO Pete Smith commented, “This is a big step for Sasquatch, now completing on its option, as we potentially move toward a large reclamation and recovery project at Mount Sicker. Methodical testing has shown the waste rock to contain good values for gold, copper, silver and zinc, and once we crush the waste and run it all through a sorting process, we expect to create a substantial amount of valuable sulphides, which we intend to ship off-site and toll process. A 530kg sample has already been run through the proposed crushing and sorting process and is currently being tested at ALS Global in North Vancouver, with results expected very soon. The local provincial MLA, as well as the local Federal MP, have provided letters of support for the project, and First Nations consultation have been ongoing for some time. Overall, local support has been highly favourable, and we expect that a corresponding reclamation and remediation plan, long overdue at Mount Sicker, will only serve to further bolster all this positive momentum. There are numerous possible funding channels which we are currently exploring, stemming from environmental clean-up, local economic stimulation, and critical mineral supply development channels. We expect to provide further updates as we work through the permitting process, which has already begun. This project has the potential to become the model for the exploitation and reclamation/remediation of historical mine sites across BC.”

Pursuant to the Option Agreement, the Company has also granted a 1.0% net smelter returns royalty (each, an “**NSR**”) to each of the Optionors. Sasquatch has the right to repurchase one-half (0.5%) of each NSR by issuing 250,000 shares to the holder of the NSR before the commencement of commercial production on the Mount Sicker Property.

Justin Deveault, a director of the Company, is an Optionor under the Option Agreement, and accordingly the cash payment and share issuance made to him and the 1.0% NSR granted 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. The Company's directors unanimously approved (with Mr. Deveault abstaining) the cash payment and share issuance made to and the 1.0% NSR granted to Mr. Deveault. The effect of the transaction with Mr. Deveault on Sasquatch's business and affairs is for Sasquatch to own its Mount Sicker Property, subject to the NSRs granted. The Company did not file a material change report respecting the transaction at least 21 days before exercising the option, which is reasonable given the MI 61-101 exemption noted above and the fact that Sasquatch's interest in the Option Agreement, and Mr. Deveault's status as an Optionor, have been previously disclosed by the Company.

### **About the Company**

Sasquatch Resources Corp. is a mineral exploration company focused on its Mount Sicker Property in southern Vancouver Island, British Columbia. For further information, please refer to the Company's disclosure record on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) or contact the Company by email at [psmith@sasquatchresources.com](mailto:psmith@sasquatchresources.com) or by telephone at 778.999.7030.

### **On Behalf of the Board of Directors**

Peter Smith  
Chief Executive Officer  
778.999.7030



### **Forward-Looking Information**

*Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect, including with respect to the Company's business plans respecting the exploration and development of the Mount Sicker Property, the proposed work program on the Mount Sicker Property and the potential and economic viability of the Mount Sicker Property. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, and dependence on key personnel. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly*

*qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.*

*The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

*The CSE has not reviewed, approved or disapproved the contents of this news release.*