



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**NINE MONTH PERIOD ENDED
MARCH 31, 2023**

(Expressed in Canadian Dollars)
(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Sassy Gold Corp.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited)

As at

	March 31, 2023	June 30, 2022
	(\$)	(\$)
ASSETS		
Current assets		
Cash	1,918,779	1,734,686
Marketable securities (Note 4)	3,903,009	4,202,909
Prepays	107,162	101,120
Sales tax receivable	28,889	269,462
	5,957,839	6,308,177
Deposits (Note 5)	73,051	73,051
Exploration advances	5,000	355,000
Exploration and evaluation assets (Note 5)	22,999,070	18,411,505
	29,034,960	25,147,733
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 6 and 8)	88,523	1,895,812
Dividends payable	-	883,436
Other liabilities (Note 7)	153,147	-
	241,670	2,779,248
Shareholders' equity		
Share capital (Note 9)	19,442,719	16,679,630
Share subscriptions in advance	-	214,875
Reserves (Note 9)	8,680,364	4,022,689
Deficit	(5,426,175)	(3,738,388)
	22,696,908	17,178,806
Non-controlling interest (Note 12)	6,096,382	5,189,679
	28,793,290	22,368,485
	29,034,960	25,147,733

Nature of Operations and Going Concern (Note 1)

On behalf of the Board:

"Mark Scott"

Director

"Terry Coughlan"

Director

See accompanying notes to the financial statements

Sassy Gold Corp.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian Dollars)

(Unaudited)

	Three Month Period Ended March 31, 2023	Three Month Period Ended March 31, 2022	Nine Month Period Ended March 31, 2023	Nine Month Period Ended March 31, 2022
			(\$)	(\$)
EXPENSES				
Consulting fees (Note 8)	70,400	88,250	357,600	267,915
General and administrative	21,179	22,838	127,711	49,249
Management fees (Note 8)	90,000	90,000	270,000	216,667
Professional fees (Note 8)	78,729	113,218	365,962	248,648
Share-based payments (Notes 8 and 9)	555,300	66,382	604,801	448,140
Transfer agent and filing fees	27,191	20,171	96,250	51,537
Travel and promotion	167,169	65,223	619,570	276,550
	(1,009,968)	(466,082)	(2,441,894)	(1,558,706)
Gain (loss) on marketable securities (Note 4)	(602,726)	-	21,074	-
Dilution gain	-	2,856,077	-	2,856,077
Flow-through share premium recovery (Note 7)	-	-	368,317	109,026
Interest income	1,188	2,433	36,300	8,225
Income (loss) and comprehensive income (loss)	(1,611,506)	2,392,428	(2,016,203)	1,414,622
Income (loss) and comprehensive income (loss) attributable to:				
Shareholders	(1,493,686)	2,447,866	(1,687,787)	1,470,060
Non-controlling interest (Note 12)	(117,820)	(55,438)	(328,416)	(55,438)
	(1,611,506)	2,392,428	(2,016,203)	1,414,622
Basic and diluted income (loss) per common share:				
Shareholders	(0.02)	0.05	(0.02)	0.03
Non-controlling interest	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average common shares outstanding:				
Basic	74,620,572	50,984,812	74,032,608	48,657,310
Diluted	74,620,572	50,984,812	74,032,608	48,657,310

See accompanying notes to the financial statements

Sassy Gold Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

(Unaudited)

	Number of Shares	Amount	Share Subscriptions	Reserves	Deficit	Total	NCI	Total Shareholder Equity
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Balance at June 30, 2021	47,131,256	15,628,966	-	1,742,753	(4,409,102)	12,962,617	-	12,962,617
Common shares issued - RSU exercise	1,337,500	775,750	-	(775,750)	-	-	-	-
Common shares issued - warrant exercise	1,191,250	484,687	-	-	-	484,687	-	484,687
Common shares issued - option exercise	1,575,000	699,967	-	(297,467)	-	402,500	-	402,500
Common shares issued for property	250,000	113,750	-	-	-	113,750	-	113,750
Dividend of Gander Gold shares	-	(1,324,834)	-	-	-	(1,324,834)	-	(1,324,834)
Share-based payments	-	-	-	448,140	-	448,140	-	448,140
Loss for the period	-	-	-	-	1,414,622	1,414,622	-	1,414,622
Balance at March 31, 2022	51,485,006	16,378,286	-	1,117,676	(2,994,480)	14,501,482	-	14,501,482
Common shares issued - RSU exercise	125,000	72,500	-	(72,500)	-	-	-	-
Common shares issued for property	4,260,000	1,421,400	-	-	-	1,421,400	-	1,421,400
Dividend of Gander Gold shares	-	(1,943,479)	-	1,122,741	-	(820,738)	511,213	(309,525)
Special Warrants issued by Gander Gold	-	-	-	1,609,293	-	1,609,293	3,134,457	4,743,750
Gander Gold shares issued for property	-	-	-	(288,766)	-	(288,766)	1,743,766	1,455,000
Gander Gold share issuance costs	-	-	-	-	-	-	(98,335)	(98,335)
Revaluation of dividends payable	-	750,923	-	-	-	750,923	-	750,923
Share-based payments	-	-	-	534,245	-	534,245	169,555	703,800
Subscriptions received in advance	-	-	214,875	-	-	214,875	-	214,875
Loss for the period	-	-	-	-	(743,908)	(743,908)	(270,977)	(1,014,885)
Balance at June 30, 2022	55,870,006	16,679,630	214,875	4,022,689	(3,738,388)	17,178,806	5,189,679	22,368,485
Common shares issued for cash	18,640,566	3,634,910	(214,875)	-	-	3,420,035	-	3,420,035
Share issuance costs	-	(146,398)	-	64,100	-	(82,298)	-	(82,298)
Dividend of Gander Gold shares	-	(750,923)	-	1,131,152	-	380,229	503,208	883,437
Gander Gold shares issued for cash	-	-	-	2,677,271	-	2,677,271	801,227	3,478,498
Gander Gold shares issued for property	150,000	25,500	-	206,748	-	232,248	156,086	388,334
Gander Gold share issuance costs	-	-	-	-	-	-	(251,799)	(251,799)
Share-based payments	-	-	-	578,404	-	578,404	26,397	604,801
Loss for the period	-	-	-	-	(1,687,787)	(1,687,787)	(328,416)	(2,016,203)
Balance at March 31, 2023	74,660,572	19,442,719	-	8,680,364	(5,426,175)	22,696,908	6,096,382	28,793,290

Sassy Gold Corp.

Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

(Unaudited)

	Nine Month Period Ended March 31, 2023	Nine Month Period Ended March 31, 2022
	(\$)	(\$)
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Income (loss) for the period	(2,016,203)	1,414,622
Items not affecting cash		
Change in fair value of marketable securities	(21,074)	-
Dilution gain	-	(2,856,077)
Flow-through share premium recovery	(368,317)	(109,026)
Share-based payments	604,801	448,140
Changes in non-cash working capital items:		
Sales tax receivable	240,573	30,232
Prepays	(6,042)	(29,992)
Accounts payable and accrued liabilities	(9,775)	(124,503)
	(1,576,037)	(1,226,604)
INVESTING ACTIVITIES		
Exploration advances	350,000	(351,887)
Exploration and evaluation expenditures	(5,996,746)	(4,303,867)
Proceeds from sale of short-term investments	320,974	-
Reclamation bond	-	(12,101)
	(5,325,772)	(4,667,855)
FINANCING ACTIVITIES		
Common shares issued for cash	3,420,035	-
Gander Gold shares issued for cash	3,999,963	-
Gander Gold share issuance costs	(251,799)	-
Gander Gold special warrants issued for cash	-	272,500
Share issuance costs	(82,297)	-
Share purchase warrants exercised	-	484,687
Stock options exercised	-	402,500
	7,085,902	1,159,687
Change in cash during the period	184,093	(4,734,772)
Cash - beginning of period	1,734,686	7,592,851
Cash - end of period	1,918,779	2,858,079

Supplemental Cash Flow Information (Note 11)

See accompanying notes to the financial statements

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Sassy Gold Corp. (the "Company") was incorporated on June 3, 2019 under the Business Corporations Act (British Columbia). The Company is an exploration stage mining company currently engaged in the identification, acquisition and exploration of precious metal resources in Canada. The Company's registered and records office is located at suite 400 – 1681 Chestnut Street, Vancouver, British Columbia, V6J 4M6. The Company's shares are traded on the Canadian Securities Exchange (the "Exchange") under the symbol "SASY".

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has no sources of revenue, ongoing losses and a deficit of \$5,426,175.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. If for any reason, the Company is unable to continue as a going concern, then this could result in adjustments to the amounts and classifications of assets and liabilities in the Company's financial statements and such adjustments could be material. The above conditions cast significant doubt on the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION***Statement of compliance***

These condensed interim financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations committee. They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and therefore should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2022, prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved by the Board of Directors of the Company on May 12, 2023.

Basis of measurement

All references to dollar amounts in these financial statements and related notes are in Canadian dollars, unless otherwise indicated.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

2. BASIS OF PREPARATION (continued)

These financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information, and financial instruments classified as financial instruments at fair value through profit or loss, or fair value through other comprehensive loss which are stated at fair value.

Functional and Presentation Currency

The functional currency of the Company and its non-wholly owned subsidiary, Gander Gold Corp. ("Gander Gold") is the Canadian dollar, which is also the presentation currency of the financial statements.

Basis of Consolidation

These consolidated financial statements include the accounts of Gander Gold, which was incorporated on February 3, 2021 under the Business Corporations Act (BC).

All inter-company transactions and balances have been eliminated upon consolidation.

Control exists where the parent entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

Use of Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Income taxes

The calculation of income taxes requires judgment in applying tax laws and regulations, estimating the timing of the reversals of temporary differences, and estimating the reliability of deferred tax assets. These estimates impact current and deferred income tax assets and liabilities, and current and deferred income tax expense (recovery).

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

2. BASIS OF PREPARATION (continued)Non-monetary transactions

Assets exchanged or transferred in non-monetary transactions are measured at the fair value of the asset given up or the fair value of the asset received, whichever is more reliable.

Share-based payments

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

Valuation of marketable securities

The Company holds investments in both private and publicly listed companies. Accordingly, the Company uses all 3 levels of the fair value hierarchy to estimate the fair value of its marketable securities. Publicly listed entities are valued using the closing trade price on the date of the transaction and at period end. Private companies are valued at the most recently completed financing, if available. Warrants are valued using the Black-Scholes option-pricing model. A discount for lack of marketability is applied when shares in investments are restricted.

Valuation of dividends

The Company declared non-cash dividends payable in common shares of Gander Gold. The Company has valued the dividend payable using the closing price of Gander Gold common shares on the Exchange.

Significant judgments that management has made at the end of the reporting period are as follows:

Carrying value and the recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

Control over Gander Gold

The Company must consolidate the results of another entity when control exists over that entity. The determination of control requires judgment to be exercised when the ownership interest is less than 51%. Other qualitative factors must be considered including, but not limited to, special voting rights or board and management in common.

Going Concern

The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements have been prepared using the same accounting policies as those used in the Company's annual financial statements at June 30, 2022.

4. MARKETABLE SECURITIES

Name of Security	Carrying Value July 1, 2022	Additions	Disposals	Unrealized Gain (Loss)	Fair Value March 31, 2023
	(\$)	(\$)		(\$)	(\$)
Max Power Mining Corp. (MAXX.C)	2,821,000	-	(359,352)	(260,548)	2,201,100
Max Power Warrants (not listed for trading)	501,909	-	-	-	501,909
Galloper Gold Corp. (private company)	880,000	-	-	320,000	1,200,000
	4,202,909	-	(359,352)	623,800	4,826,709

Name of Security	Carrying Value July 1, 2021	Additions	Disposals	Unrealized Gain (Loss)	Fair Value June 30, 2022
	(\$)	(\$)		(\$)	(\$)
Max Power Mining Corp. (MAXX.C)	-	1,193,500	-	1,627,500	2,821,000
Max Power Warrants (not listed for trading)	-	207,543	-	294,366	501,909
Galloper Gold Corp. (private company)	-	880,000	-	-	880,000
	-	2,281,043	-	1,921,866	4,202,909

The Company received 8,000,000 common shares of Galloper Gold Corp ("Galloper") pursuant to the Rocky Island transaction. Galloper is a private company and accordingly, the Company was initially valued its shareholdings at \$0.11 per share, the price of Galloper's most recently completed equity financing. Galloper is a related party by virtue of common management.

The Company received 5,000,000 common shares of Max Power Mining Corp. ("Max Power") pursuant to the Nicobat disposal agreement. The common shares of Max Power are restricted and will be released to the Company in stages over 3 years. Accordingly, the Company has applied a discount for lack of marketability ranging from 0-20% on these common shares. The common shares are publicly listed on the Exchange.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

4. MARKETABLE SECURITIES (continued)

The Company also received 1,000,000 common share purchase warrants of Max Power. These warrants are exercisable at \$0.25 per share for a period of three years. The warrants vest 25% initially, 25% 12 months from grant, and 25% every 6 months thereafter. The Company initially valued the warrants at \$93,500 using a Black-Scholes option-pricing model and recorded a gain on option of exploration and evaluation asset.

5. EXPLORATION AND EVALUATION ASSETS**Foremore Property, British Columbia**

In connection with the Arrangement the Company took assignment of a binding letter of intent (“LOI”) dated June 24, 2019 (the “Effective Date”), as amended on November 12, 2019, which provides an exclusive option to acquire a 100% ownership interest in 35 mineral claims located in the Eskay Creek district of British Columbia (the “Foremore Property”).

Pursuant to the LOI, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

Date	Shares	Cash	Exploration Expenditures
		(\$)	(\$)
Upon completion of the Arrangement (issued)	250,000	-	-
On or before August 13, 2020 (issued and paid)	250,000	50,000	150,000
On or before August 13, 2021 (amended)	250,000	66,667	150,000
On or before August 13, 2022 (amended)	250,000	66,667	300,000
On or before August 13, 2023 (amended)	250,000	66,667	300,000
On or before August 13, 2024 (amended)	-	-	300,000
Total	1,250,000	250,001	1,200,000

The vendor of the property will retain a 3% net smelter return (“NSR”) royalty upon the Company completing its obligations under the LOI. The Company has the right to purchase back the NSR of 2% for a cash payment of \$2,000,000 and an additional 0.5% for a cash payment of \$1,000,000. Upon the fifth anniversary of the Effective Date, the Company is required to commence payment of an annual advanced royalty of \$20,000 until such time as the Company elects to purchase the NSR. At that point the cumulative advanced royalties paid will be deducted from the NSR purchase price disclosed above.

The Company posted a \$32,000 reclamation program security deposit with the Ministry of Energy, Mines and Petroleum Resources in connection with the Foremore Property exploration program.

In November 2020, the Company entered into an amending agreement wherein the Company made a final cash payment of \$175,000 and issued 750,000 common shares to the vendor of the Foremore Property and acquired a 100% ownership, subject the aforementioned NSR, of the Foremore property.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

5. EXPLORATION AND EVALUATION ASSETS (continued)**Gander Properties, Newfoundland**Gander North/Gander South/Hermitage/Little River

On February 11, 2021, the Company entered into an agreement (the “Vulcan Agreement”) with Vulcan Minerals Inc. (“Vulcan”) dated February 11, 2021, which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (known as the “Gander North”, “Gander South Property”, the “Little River Property” and the “Hermitage Property”). On February 28, 2021, the Company assigned the Vulcan Agreement to Gander Gold.

Pursuant to the Vulcan Agreement, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

Date	Shares	Cash	Exploration Expenditures
		(\$)	(\$)
Upon execution of the Agreement (issued and paid)	1,000,000	100,000	-
On or before February 11, 2022 (issued, paid and incurred)	300,000	50,000	200,000
On or before February 11, 2023 (issued, paid and incurred)	300,000	50,000	400,000
On or before February 11, 2024	400,000	100,000	600,000
On or before February 11, 2025	500,000	100,000	800,000
Total	2,500,000	400,000	2,000,000

The Company also reimbursed Vulcan for a refundable staking deposit totaling \$28,950 which is posted with government of Newfoundland and Labrador.

Vulcan will retain a 3% net smelter return (“NSR”) royalty upon the Company completing its obligations under the Vulcan Agreement. The Company has the right to purchase back one half of the NSR (1.5%) for a cash payment of \$2,000,000 and the issuance of 500,000 common shares of the Company.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

5. EXPLORATION AND EVALUATION ASSETS (continued)**Gander Properties, Newfoundland (continued)**Gander North/Carmanville

On March 12, 2021, as amended on April 7, 2021, the Company entered into agreement (the “Gander North Agreement”) with Wildwood Exploration Inc. (“Wildwood”) which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (known as the “Gander North Property” and the “Carmanville Property”).

Pursuant to the Gander North Agreement, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

Date	Shares	Cash (\$)	Exploration Expenditures (\$)
Upon execution of the Agreement (issued and paid)	1,000,000	154,275	-
On or before November 15, 2021 (incurred)	-	-	275,000
On or before March 12, 2022 (issued and paid)	500,000	50,000	-
On or before April 7, 2022 (issued)	250,000	-	-
On or before November 15, 2022 (incurred)	-	-	335,000
On or before March 12, 2023 (issued and paid)	500,000	100,000	-
On or before April 7, 2023 (issued)	250,000	-	-
On or before November 15, 2023	-	-	400,000
On or before March 12, 2024	500,000	100,000	-
On or before April 7, 2024	250,000	-	-
On or before November 15, 2024	-	-	750,000
On or before March 12, 2025	500,000	100,000	-
On or before November 15, 2025	-	-	1,000,000
On or before March 12, 2026	750,000	150,000	-
Total	4,500,000	654,275	2,760,000

Wildwood will retain a 2.5% NSR royalty upon the Company completing its obligations under the Gander North Agreement. The Company has the right to purchase that portion of the NSR equal to 1% for a cash payment of \$2,500,000.

The Gander North Agreement was assigned to Gander Gold on May 31, 2021 and accordingly all future cash and share payments as well as exploration expenditures are the responsibility of Gander Gold.

Upon completion of its public listing on the CSE, Gander Gold issued an additional 500,000 common shares to Wildwood valued at \$175,000.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

5. EXPLORATION AND EVALUATION ASSETS (continued)**Gander Properties, Newfoundland (continued)**Cape Ray

On March 12, 2021, as amended on April 7, 2021, the Company entered into agreement (the “Cape Ray Agreement”) with Wildwood which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (the “Cape Ray Property”).

Date	Shares	Cash	Exploration Expenditures
		(\$)	(\$)
Upon execution of the Agreement (issued and paid)	500,000	87,455	-
On or before November 15, 2021 (incurred)	-	-	100,000
On or before March 12, 2022 (issued and paid)	250,000	35,000	-
On or before April 7, 2022 (issued)	250,000	-	-
On or before November 15, 2022 (incurred)	-	-	120,000
On or before March 12, 2023 (issued and paid)	500,000	50,000	-
On or before November 15, 2023	-	-	150,000
On or before March 12, 2024	500,000	75,000	-
On or before November 15, 2024	-	-	430,000
On or before March 12, 2025	750,000	75,000	-
On or before November 15, 2025	-	-	1,000,000
On or before March 12, 2026	750,000	130,000	-
Total	3,500,000	452,455	1,800,000

Wildwood will retain a 2.5% NSR royalty upon the Company completing its obligations under the Cape Ray Agreement. The Company has the right to purchase that portion of the NSR equal to 1% for a cash payment of \$2,500,000.

The Cape Ray Agreement was assigned to Gander Gold on May 31, 2021 and accordingly all future cash and share payments as well as exploration expenditures are the responsibility of Gander Gold.

Upon completion of its public listing on the CSE, Gander Gold issued an additional 500,000 common shares to Wildwood valued at \$175,000.

SASSY GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

5. EXPLORATION AND EVALUATION ASSETS (continued)**Gander Properties, Newfoundland (continued)**Mount Peyton/BLT

On March 12, 2021, as amended on May 12, 2021, the Company entered into an agreement (the “Thwart Island Agreement”) with Wildwood which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (known as the “Mount Peyton Property” and the “BLT Property”).

Date	Shares	Cash	Exploration Expenditures
		(\$)	(\$)
Upon execution of the Agreement (issued and paid)	1,250,000	331,320	-
On or before November 15, 2021 (incurred)	-	-	140,000
On or before January 15, 2022 (incurred)	-	-	700,600
On or before March 12, 2022 (issued and paid)	1,250,000	75,000	-
On or before November 15, 2022 (incurred)	-	-	160,000
On or before March 12, 2023 (issued and paid)	1,250,000	100,000	-
On or before November 15, 2023	-	-	200,000
On or before March 12, 2024	1,250,000	100,000	-
On or before November 15, 2024	-	-	500,000
On or before March 12, 2025	1,250,000	125,000	-
On or before November 15, 2025	-	-	1,000,000
On or before March 12, 2026	750,000	150,000	-
Total	7,000,000	881,320	2,700,600

Wildwood will retain a 2.5% NSR royalty upon the Company completing its obligations under the Thwart Island Agreement. The Company has the right to purchase that portion of the NSR equal to 1% for a cash payment of \$2,500,000.

The Thwart Island Agreement was assigned to Gander Gold on May 31, 2021 and accordingly all future cash and share payments as well as exploration expenditures are the responsibility of Gander Gold.

Upon completion of its public listing on the CSE, Gander Gold issued an additional 500,000 common shares to Wildwood valued at \$175,000.

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5. EXPLORATION AND EVALUATION ASSETS (continued)**Highrock Uranium Property, Saskatchewan**

On February 7, 2022, as amended on July 21, 2022, the Company entered into a definitive option agreement with Forum Energy Metals Corp. ("Forum") wherein the Company can acquire a 100% interest in the Highrock uranium project in Saskatchewan.

The terms of the option agreement include:

- a) An initial 20% interest can be acquired through the payment of \$100,000 cash (paid) and the issuance of 250,000 common shares (issued at a fair value of \$113,750) on execution of the agreement. The Company must also incur \$1,000,000 (incurred) in exploration expenditures during 2022.
- b) An additional 31% interest can be acquired through the issuance of 150,000 common shares (issued) on or before January 2, 2023. The Company must also incur \$1,000,000 in exploration expenditures during 2023.
- c) An additional 19% interest can be acquired through the issuance of 150,000 common shares on or before January 2, 2024. The Company must also incur \$1,000,000 in exploration expenditures during 2024.
- d) The remaining 30% interest can be acquired through the payment of \$150,000 cash and the issuance of 3,000,000 common shares on or before December 31, 2025.
- e) Forum retains a 1% NSR on the Highrock uranium property, half of which can be purchased by the Company for a cash payment of \$1,000,000. In addition, a 1% NSR exists on the north claim and is shared by third parties, half of which may be purchased for a cash payment of \$1,000,000. Finally, a 2% NSR on the south claim is held by a third party.

Nicobat Property, Ontario

The Nicobat Property consists of non-contiguous mineral claims located in the Rainy River district of Ontario. The property is subject to a 2% NSR, 1% of which may be purchased for a cash payment of \$1,000,000.

On April 23, 2021, the Company entered into an agreement ("Max Power Agreement") to dispose of the Nicobat Property to privately held Max Power. Pursuant to the Max Power Agreement, Max Power can earn a 100% interest in the Nicobat Property by incurring \$1,000,000 in exploration expenditures on the property over a four year period and issuing 5,000,000 common shares to the Company. The shares are released to the Company in stages over a three year period (4,500,000 currently remain in escrow) from the date of listing of Max Power on the CSE on February 16, 2022 (Note 4). In addition, the Company received 1,000,000 share purchase warrants in Max Power which are exercisable at \$0.25 until February 15, 2024 (Note 4). Finally, the Company will retain a 1% net smelter return royalty on the Nicobat Property, which may be purchased by Max Power at any time for a cash payment of \$1,000,000.

As a result of the above disposal, the Company recognized a gain on option-out of exploration and evaluation asset of \$1,401,043 during the year ended June 30, 2021.

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5. EXPLORATION AND EVALUATION ASSETS (continued)**Summary of Exploration Expenditures**

	Foremore Property	Gander Properties	High Rock Property	Total
	(\$)	(\$)	(\$)	(\$)
Acquisition Costs:				
Balance, June 30, 2021	3,435,000	3,193,550	-	6,628,550
Additions	-	1,665,000	213,750	1,878,750
Balance, June 30, 2022	3,435,000	4,858,550	213,750	8,507,300
Additions	-	662,833	25,500	688,333
Balance, March 31, 2023	3,435,000	5,521,383	239,250	9,195,633
Exploration Costs:				
Balance, June 30, 2021	3,197,420	188,910	-	3,386,330
Assays	114,554	50,388	-	164,942
Mining tax recovery	(316,128)	-	-	(316,128)
Consulting	854,790	354,895	140,991	1,350,676
Drilling	521,935	-	321,913	843,848
Expediting	21,443	-	-	21,443
Field and office supplies	120,183	53,345	463,326	636,854
Geophysics	90,277	1,229,190	-	1,319,467
Helicopter support	656,527	223,749	-	880,276
Permitting	250	12,075	-	12,325
Provincial mining rebate	-	(60,000)	-	(60,000)
Reports	6,337	61,295	-	67,632
Sampling	-	1,596,540	-	1,596,540
Balance, June 30, 2022	5,267,588	3,710,387	926,230	9,904,205
Assays	212,893	52,523	3,456	268,872
Consulting	500,221	351,507	33,643	885,371
Drilling	614,589	-	-	614,589
Expediting	144,498	222,469	44,278	411,245
Field and office supplies	211,306	8,683	28,441	248,430
Geophysics	63,295	-	-	63,295
Helicopter support	609,056	-	-	609,056
Reports	9,935	-	-	9,935
Sampling	-	788,439	-	788,439
Balance, March 31, 2023	7,633,381	5,134,008	1,036,048	13,803,437
Total Costs:				
Balance, June 30, 2022	8,702,588	8,568,937	1,139,980	18,411,505
Balance, March 31, 2023	11,086,381	10,655,391	1,275,298	22,999,070

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6. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

	March 31, 2023	June 30, 2022
	(\$)	(\$)
Trade payables	63,523	1,833,474
Related party payables (Note 8)	-	671
Accrued liabilities	25,000	61,667
	88,523	1,895,812

7. OTHER LIABILITIES

During the nine month year ended March 31, 2023, Gander Gold issued 4,833,442 flow-through shares at \$0.31 per share and 2,982,962 charitable flow-through shares at \$0.38 per share which resulted in a flow-through premium liability of \$521,464. A portion of the requisite expenditures have been incurred and renounced so a flow-through share premium recovery of \$368,317 (2022 - \$109,026) has been recorded on the statement of loss for the nine month period ended March 31, 2023. The balance of the expenditures will remain as a liability on the statement of financial position until they are incurred in 2023.

8. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of directors and other members of key management personnel during the nine month periods ended March 31, 2023 and 2022 is as follows:

	March 31, 2023	March 31, 2022
	(\$)	(\$)
Consulting fees	106,100	70,000
Geological fees	139,250	103,697
Management fees	270,000	179,167
Professional fees	132,000	91,000
Share-based payments	580,767	409,965
	1,178,616	853,829

As at March 31, 2023, a total of \$Nil (June 30, 2022 - \$671) was included in accounts payable and accrued liabilities owing to the directors and officers of the Company.

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9. SHARE CAPITAL AND RESERVES***Authorized share capital***

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Issued share capital**Nine month period ended March 31, 2023**

On January 25, 2023, the Company issued 150,000 common shares valued at \$25,500 pursuant to the Highrock Agreement (Note 5).

In July 2022, the Company completed a non-brokered private placement wherein is issued 18,640,566 common shares at \$0.195 per share for aggregate proceeds of \$3,634,910. In connection with the financing, the Company paid fees totaling of \$64,833 in cash and issued 332,474 finders' warrants that are exercisable for 12 months at \$0.195 per share.

Year ended June 30, 2022

On April 19, 2022 and June 1, 2022, respectively, the Company issued 4,260,000 common shares in connection with the acquisition of mineral claims in Newfoundland that were subsequently sold to Galloper.

On February 8, 2022, the Company issued 250,000 common shares valued at \$113,750 pursuant to the Highrock Agreement (Note 5).

During the year ended June 30, 2022, the Company issued 1,462,500 common shares pursuant to the exercise of RSUs. The fair value of the RSUs was determined to be \$848,250, and accordingly the amount has been transferred from reserves to share capital.

During the year ended June 30, 2022, the Company issued 1,575,000 common shares pursuant to the exercise of stock options for gross proceeds of \$402,500. The fair value of the options was determined to be \$297,467, and accordingly the amount has been transferred from reserves to share capital.

During the year ended June 30, 2022, the Company issued 1,191,250 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$484,687.

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9. SHARE CAPITAL AND RESERVES (continued)***Stock options***

The Company has rolling incentive stock option plan (the “Plan”), which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Such options will be exercisable for a variable period from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares.

Options may be exercised no later than 90 days following cessation of the optionee’s position with the Company unless otherwise approved by the Board of Directors.

On March 31, 2023, the Company granted 1,750,000 stock options valued at \$210,300. The options vested immediately, and the entire amount was recorded as share-based payment expenses during the nine month ended March 31, 2023.

The fair value of each stock option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below:

Grant Date	Number of Share Options	Expected Price Volatility (%)	Risk Free Interest Rate (%)	Expected Life (yrs)	Expected Dividend Yield (%)	Fair Value Per Option (\$)	Total Fair Value (\$)
March 31, 2023	1,750,000	111	3.02	5.00	-	0.12	210,300

The Company recorded share-based payments of \$Nil (2022 - \$38,175) during the nine month period ended March 31, 2023 in connection with stock options that were issued in June 2021.

A continuity schedule of the Company’s stock options is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, June 30, 2021	2,875,000	0.39
Exercised	(1,575,000)	0.26
Expired	(50,000)	0.25
Balance, June 30, 2022	1,250,000	0.57
Granted	1,750,000	0.15
Balance, March 31, 2023	3,000,000	0.33

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9. SHARE CAPITAL AND RESERVES (continued)

The following table summarizes the stock options outstanding as at March 31, 2023:

Expiry Date	Number of Options Outstanding	Number of Options Vested	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual Life (yrs)
June 25, 2023	200,000	150,000	0.75	0.23
May 29, 2025	350,000	350,000	0.25	2.16
July 28, 2025	150,000	325,000	0.30	2.33
August 25, 2025	200,000	200,000	0.57	2.40
November 20, 2025	250,000	250,000	1.00	2.64
May 20, 2026	100,000	100,000	0.71	3.14
March 31, 2028	1,750,000	1,750,000	0.15	5.00
	3,000,000	3,000,000	0.33	3.79

Gander Gold Options

During the year ended June 30, 2022, Gander Gold issued 3,450,000 incentive stock options to directors and officers. The options are exercisable at \$0.25 for a period of five years. The Company recorded \$638,149 in share-based payments expense for Gander Gold options granted and vested. The fair value of each share option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below:

Grant Date	Number of Share Options	Expected Price Volatility (%)	Risk Free Interest Rate (%)	Expected Life (yrs)	Expected Dividend Yield (%)	Fair Value Per Option (\$)	Total Fair Value (\$)
November 1, 2021	2,400,000	112	1.50	5.00	-	0.20	444,572
November 15, 2021	700,000	112	1.50	5.00	-	0.20	129,233
December 1, 2021	350,000	112	1.50	5.00	-	0.20	64,344

During the nine month period ended March 31, 2023, the Company recorded the remaining \$49,501 in share-based payments expense for Gander Gold options granted and vested.

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9. SHARE CAPITAL AND RESERVES (continued)**RSUs**

The Company has a rolling Restricted Share Unit (“RSU”) plan which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, issue RSUs to eligible participants, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Vesting provisions as well as method of settlement (ie. cash or common shares) are determined by the Board of Directors of the Company. The maximum number common shares reserved for issuance to any one RSU holder will not exceed five percent (5%) of the issued and outstanding common shares. Any unvested RSUs are immediately forfeited following cessation of the RSU holder’s position with the Company unless otherwise approved by the Board of Directors.

On March 31, 2023, the Company granted 2,300,000 RSUs that vested immediately, and the Company recorded share-based payments of \$345,000.

The continuity of the Company's RSUs is as follows:

	Number of RSUs
Balance, June 30, 2021	2,200,000
Exercised	(1,462,500)
Balance, June 30, 2022	737,500
Granted	2,300,000
Balance, March 31, 2023	3,037,500

As at March 31, 2023 there are 737,500 RSUs outstanding that expire December 31, 2024 and 2,300,000 RSUs outstanding that expire December 31, 2026.

Warrants

A continuity schedule of the Company’s share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, June 30, 2021	11,861,550	0.64
Exercised	(1,191,250)	0.41
Balance, June 30, 2022	10,670,300	0.67
Expired	(10,670,300)	0.67
Issued	332,474	0.195
Balance, March 31, 2023	332,474	0.195

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9. SHARE CAPITAL AND RESERVES (continued)

The following table summarizes the share purchase warrants outstanding as at March 31, 2023:

Expiry Date	Number of Warrants Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
		(\$)	(yrs)
July 8, 2023	230,974	0.195	0.27
July 13, 2023	101,500	0.195	0.28
	332,474	0.195	0.027

The finder's warrants issued during the nine month period ended March 31, 2023 were valued using the Black-Scholes option pricing model under the following weighted average assumptions:

Warrants	
Risk-free interest rate	3.26%
Expected life of warrants	1.00 yr
Volatility	107%
Expected dividend yield	Nil
Forfeiture rate	Nil
Weighted average fair value	\$0.19

10. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to risk is on its cash. The Company holds its cash in substantial financial institutions to mitigate risk. The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company prepares general operating budget to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company uses its best efforts to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

The Company's financial liabilities consist of accounts payable and accrued liabilities, all of which are due within twelve months.

The Company's main source of funding has been through the issuance of equity securities for cash. The Company's access to financing in the public markets is always uncertain. The Company is exposed to liquidity risk.

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10. FINANCIAL RISK MANAGEMENT (continued)***Commodity risk***

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for gold and silver are impacted by world economic events that dictate the levels of supply and demand. The Company had no hedging contracts in place as at or during the period ended March 31, 2023.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Foreign exchange risk

Foreign currency exchange rate risk is the risk that the fair value of assets and future cash flows will fluctuate as a result of changes in foreign currency exchange rates. However, the Company's functional currency is the Canadian dollar and the Company doesn't have any material assets or operations that are denominated in a foreign currency. Accordingly, the Company is not exposed to any material foreign exchange risk and has not hedged its limited exposure to currency fluctuations.

Classification of financial instruments

The Company classifies its other financial assets and other financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

Financial assets included in the statement of financial position are cash. Financial liabilities included in the statement of financial position include accounts payable and accrued liabilities. The fair value of cash is measured using Level 1 of the fair value hierarchy. The fair value of accounts payable and accrued liabilities approximate the carrying amount due to their short term to maturity. The effect of changes in the Company's credit risk do not have a significant impact on the fair value due to the short term to maturity.

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10. FINANCIAL RISK MANAGEMENT (continued)***Capital Management***

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of the components of shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets.

The Company is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the period ended March 31, 2023.

11. SUPPLEMENTAL CASH FLOW INFORMATION

	March 31, 2023	March 31, 2022
	(\$)	(\$)
Non-cash investing and financing activities:		
Exploration and evaluation expenditures accrued through accounts payable and accrued liabilities	3,911	324,960
Shares issued for exploration and evaluation assets	388,334	653,750
Special warrants converted into common shares of Gander Gold	-	4,743,750
Dividend paid	1,634,359	-
Dividend revaluation through share capital	750,923	-
Issuance of finders warrants as share issuance costs	64,100	-
Transfer from reserves to share capital in connection with exercise of RSUs	-	775,750
Transfer from reserves to share capital in connection with exercise of stock options	-	297,467
Interest paid during the period	-	-
Income taxes paid during the period	-	-

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12. NON-CONTROLLING INTERESTYear Ended June 30, 2022

On October 19, 2021, the Company declared a dividend to the Company's shareholders consisting of 8,833,280 common shares of Gander Gold. The dividend payable was valued at \$3,268,313 based on the fair value of the Gander Gold shares on the date of dividend declaration.

In February 2022, Gander Gold converted 27,231,665 special warrants at a value of \$4,743,750 into common shares of Gander Gold, resulting in a dilution event for the Company, creating a non-controlling interest ("NCI") on initial dilution of \$3,134,457 with the remaining \$1,609,293 recorded within equity.

Gander Gold incurred \$98,335 in share issuance costs associated with the above transactions, recognized as NCI by Sassy in the statement of shareholders' equity.

In February and April, 2022, Gander Gold also issued 1,800,000 common shares, and 2,500,000 common shares, respectively, of Gander Gold on the acquisition of exploration and evaluation assets at a fair value of \$1,455,000 resulting in additional NCI of \$1,743,766 with the remaining \$288,766 recorded within equity.

On March 8, 2022, the Company distributed 4,416,093 common shares of Gander Gold on a pro rata basis to its shareholders as a return of capital dividend. Accordingly, the Company settled \$1,633,954 of the dividend payable and realized additional NCI of \$511,213 with the remaining \$1,122,741 recorded within equity.

The above transactions resulted in the reduction of the Company's ownership in Gander Gold from 100% down to 52.51% as at June 30, 2022.

Nine month period ended March 31, 2023

On September 8, 2022, the Company distributed an additional 4,417,187 common shares of Gander Gold on a pro rata basis to its shareholders as a return of capital dividend. Accordingly, the Company settled the remaining \$1,634,359 of the dividend payable and realized additional NCI of \$503,208 with the remaining \$1,131,152 recorded within equity.

On September 26, 2022, the Gander Gold completed a non-brokered private placement financing wherein it issued 12,883,329 common shares, consisting of 2,982,962 charitable flow through shares at \$0.38 per share, 4,833,442 flow through shares at \$0.31 per share and 5,066,925 common shares at \$0.27 per shares, for aggregate proceeds of \$3,478,498, net of the flow through share premium liability. This resulted in an additional NCI of \$801,227 and the remaining 2,677,271 recorded within equity.

Gander Gold incurred \$251,799 in share issuance costs associated with the above transactions, recognized as NCI by the Company in the statement of shareholders' equity.

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12. NON-CONTROLLING INTEREST (continued)

On December 1, 2022, Gander Gold issued 166,667 common shares in connection with the Cape Ray property which resulted in an additional NCI of \$8,946 and the remaining \$16,888 recorded within equity.

On February 8, 2023, Gander Gold issued 300,000 common shares in connection with the Vulcan Agreement which resulted in an additional NCI of \$15,765 and the remaining \$33,735 recorded within equity.

On March 27, 2023, Gander Gold issued 2,500,000 in connection with the Cape Ray property which resulted in an additional NCI of \$131,375 and the remaining \$156,125 recorded within equity.

The above transactions resulted in the reduction of the Company's ownership in Gander Gold from 52.51% down to 38.59% as at March 31, 2023.

13. SEGMENTED INFORMATION

The Company operates in one reportable operating segment being the acquisition, exploration and evaluation of mineral resources properties.

The Company operates in one geographic segment located in Canada.

14. COMMITMENTS

Under the terms of their management agreements, the CEO, CFO and VP of Exploration of the Company are entitled to between twelve and twenty-four months of base pay in the event of their agreement being terminated in connection with a change of control of the Company.