

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

Straightup Resources Inc.  
Suite 200, 551 Howe Street  
Vancouver, British Columbia V6C 2C2

(the "Company")

**2. Date of Material Change**

March 11, 2020.

**3. News Release**

A news release was disseminated on March 11, 2020 on Stockwatch and was subsequently filed on SEDAR.

**4. Summary of Material Change**

The Company announced that it completed its initial public offering of 3,968,000 shares in its capital (each, a "Share") at a price of \$0.10 per Share for gross proceeds of \$396,800. The Shares were listed on the Canadian Securities Exchange on March 10, 2020 and are expected to begin trading on March 12, 2020 under the symbol "ST".

**5. Full Description of Material Change**

See attached news release dated March 11, 2020 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**6. Reliance on subsection 7.12 of National Instrument 51-102**

Not Applicable.

**7. Omitted Information**

Not Applicable.

**8. Executive Officer**

Matthew Coltura, Chief Executive Officer, President and Director  
Telephone: (778) 886-6200

**9. Date of Report**

March 11, 2020.

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES**

**STRAIGHTUP RESOURCES INC.**

Suite 200, 551 Howe Street  
Vancouver, British Columbia V6C 2C2

**Straightup Resources Inc. Completes Initial Public Offering and Lists on the Canadian  
Securities Exchange**

**Vancouver, British Columbia, March 11, 2020:** Straightup Resources Inc. (the "Company" or "Straightup") (CSE: ST) is pleased to announce that on March 11, 2020, it completed its initial public offering (the "IPO") of 3,968,000 common shares in its capital (each a "Share"), 468,000 of which were sold pursuant to an over-allotment option, at a price of \$0.10 per Share for gross proceeds of \$396,800. The net proceeds from the IPO will be used for working capital and to carry out exploration of the Company's Hi-Mars Property located approximately 17 kilometres northeast of the City of Powell River in southwest British Columbia, Canada, within the Vancouver Mining Division.

Canaccord Genuity Corp. acted as agent (the "Agent") for the IPO. In consideration for the services provided by the Agent, the Company paid the Agent a cash commission equal to 10% of the gross proceeds of the IPO and a corporate finance fee of \$25,000. Additionally, the Company granted the Agent and its selling group compensation warrants entitling the holder to purchase in aggregate 396,800 Shares at a price of \$0.10 per Share, exercisable on or before March 11, 2022.

The Shares were listed on the Canadian Securities Exchange on March 10, 2020 and are expected to begin trading on March 12, 2020 under the symbol "ST".

The offered securities have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "U.S. Securities Act"), or any applicable state securities laws and may not be offered or sold in the United States or to "U.S. persons", as such term is defined in Regulation S under the U.S. Securities Act, absent such registration or an applicable exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the offered securities in any jurisdiction.

**About Straightup Resources Inc.**

Straightup is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Hi-Mars Property. The Hi-Mars Property consists of 11 contiguous mineral titles covering an area of 1,788 hectares located approximately 17 kilometres northeast of the City of Powell River in the southwest British Columbia, Canada, within the Vancouver Mining Division.

For more information, please refer to the Company's prospectus dated January 22, 2020 available on SEDAR ([www.sedar.com](http://www.sedar.com)).

**On Behalf of the Board of Directors**

Matthew Coltura  
Chief Executive Officer, President and Director

**For further information, please contact:**

Matthew Coltura  
Chief Executive Officer, President and Director  
(778) 886-6200

**Forward-Looking Statements:**

This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding future capital expenditures, anticipated content, commencement, and cost of exploration programs in respect of the Company's projects and mineral properties, anticipated exploration program results from exploration activities, resources and/or reserves on the Company's projects and mineral properties, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "will", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, statements as to the anticipated business plans and timing of future activities of the Company, including the Company's option to acquire the Hi-Mars Property, the proposed expenditures for exploration work thereon, the ability of the Company to obtain sufficient financing to fund its business activities and plans, delays in obtaining governmental and regulatory approvals (including of the Canadian Securities Exchange), permits or financing, changes in laws, regulations and policies affecting mining operations, the Company's limited operating history, currency fluctuations, title disputes or claims, environmental issues and liabilities, as well as those factors discussed under the heading "Risk Factors" in the Company's prospectus dated January 22, 2020 and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements in this presentation or incorporated by reference herein, except as otherwise required by law.