

Form 51-102F3
Material Change Report

1. Name and Address of Company

Straightup Resources Inc. (the "Issuer")
9285 203B Street
Langley, British Columbia V1M 2L9

2. Date of Material Change

November 5, 2020.

3. News Release

A news release was disseminated on November 9, 2020 on Stockwatch and was subsequently filed on SEDAR.

4. Summary of Material Change

On November 5, 2020, the Issuer closed a previously announced non-brokered private placement (the "Offering"). The Offering raised aggregate gross proceeds of \$883,700 through the sale of (i) 2,641,000 units at the price of \$0.20 per unit (each, a "Unit"); and (ii) 1,422,000 flow-through common shares of the Issuer at a price of \$0.25 per share.

Each Unit is comprised of one non-flow-through common share of the Issuer and one-half of one common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant entitling the holder to acquire one additional common share in the capital of the Issuer at a price of \$0.30 per share for a period of 12 months from the closing of the Offering.

5. Full Description of Material Change

See attached news release dated November 9, 2020 and filed on SEDAR at www.sedar.com.

6. Reliance on subsection 7.1(2) 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

November 13, 2020.



STRAIGHTUP RESOURCES INC.
9285 203B Street
Langley, British Columbia V1M 2L9

Vancouver, British Columbia, (November 9, 2020)

"Straightup" or the "Company": CSE: ST

STRAIGHTUP ANNOUNCES 2020 ANNUAL GENERAL MEETING RESULTS

CLOSES \$883,700 NON-BROKERED PRIVATE PLACEMENT

The Company is pleased to announce the voting results from the Company's annual general meeting of shareholders (the "Meeting") held on Friday, November 6, 2020 in Vancouver, British Columbia. A total of 5,212,500 common shares were represented at the Meeting, representing 25.25% of the outstanding common shares of the Company, as at the record date for the Meeting. All matters submitted to shareholders for approval, as set out in the Company's notice of meeting and management information circular, dated October 2, 2020, were approved at the Meeting.

Shareholders re-appointed Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year at a remuneration to be fixed by the directors of the Company, and ratified and approved the Company's stock option plan.

The number of directors of the Company stayed at four and management's nominees for election as directors, being Matthew Coltura, Mark Lotz, John E. Hiner and Dušan Berka, were all elected as directors of the Company by the votes cast at the Meeting.

Closing of Non-Brokered Private Placement

The Company also announces the closing of its previously announced non-brokered private placement (the "Offering") (see news release dated October 14, 2020). The Offering raised aggregate gross proceeds of \$883,700 through the sale of: (i) 2,641,000 units at the price of \$0.20 per unit (each, a "Unit"); and (ii) 1,422,000 flow-through common shares at a price of \$0.25 per share.

Each Unit is comprised of one non-flow-through common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant entitling the holder to acquire one additional common share at a price of \$0.30 per share for a period of 12 months from the closing of the Offering. In the event the closing price of the Company's common shares on the Canadian Securities Exchange (the "Exchange") is equal to or greater than \$0.50 per share for a minimum of ten consecutive trading days commencing four months and one day after the closing of the Offering, the Company may accelerate the expiry date of the Warrants by providing notice to the holders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

In connection with the Offering, the Company paid to the finders an aggregate of \$76,736 in cash payments and issued 147,960 non-transferrable finder's warrants (each, a "Finder's Warrant") and 132,280 finder's shares (each, a "Finder's Share"). Each Finder's Warrant entitles the holder thereof to purchase one common share at a price of \$0.30 per common share for a period of 24 months from the issue date. Haywood Securities Inc. received a cash commission of \$3,136 and was issued 15,680 Finder's Warrants. EMD Financial Inc. received a cash commission of \$58,600, was issued 132,280 Finder's Warrants and 132,280 Finder's Shares, and received a corporate finance fee of \$15,000.

The net proceeds from the Offering are intended to be used for property expenditures and for general working capital. All securities issued in connection with the Offering are subject to a hold period of four months and one day in Canada.

About Straightup Resources

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. In addition to exploration of its Red Lake Division properties, Straightup intends to conduct exploration 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.

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 the expected use of proceeds from the Offering, 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 are based on certain assumptions regarding the Company including, without limitation, that market fundamentals will result in sustained precious metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future exploration and development of the Company's projects in a timely manner, the availability of financing on

suitable terms for the exploration and development of the Company's projects and the Company's ability to comply with environmental, health and safety laws.

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, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, accidents, labour disputes and other risks of the mining industry, 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 Exchange in respect of the Offering), permits or financing, risks relating to epidemics or pandemics such as COVID-19, including the impact of COVID-19 on the Company's business, financial condition and results of operations, 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 other risks and uncertainties disclosed in the Company's latest Management's Discussion and Analysis 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.

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.