

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Straightup Resources Inc.
(the "Company")
9285 203B Street
Langley, BC V1M 2L9

Item 2. Date of Material Change

April 28, 2021

Item 3. News Release

A news release was issued on April 28, 2021 and disseminated through Stockwatch.

Item 4. Summary of Material Change

*The Company has closed a non-brokered private placement (the "**Private Placement**"), pursuant to which it raised C\$697,700 by the issuance of 5,814,157 units at a price of C\$0.12 per unit (the "**Units**"). Each Unit consists of one common share and one-half share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share at a price of C\$0.20 per share, exercisable for a period of one year from the date of issuance.*

*In connection with the Private Placement, the Company paid to Research Capital Corporation finder's fees consisting of a cash payment of C\$22,290 and the issuance of 166,950 non-transferable finder's warrants (each, a "**Finder's Warrant**", with each Finder's Warrant entitling the holder thereof to purchase one common share at a price of C\$0.20 per common share for a period of one year from the date of issuance.*

The net proceeds from the Offering will be used for the advancement of the Company's exploration assets and for general working capital.

All securities issued in connection with the Offering are subject to a hold period expiring on August 30, 2021.

In addition, the Company is pleased to announce that Mark Brezer has been appointed as the President and Chief Executive Officer of the Company, effective immediately. Matthew Coltura, the former President and Chief Executive Officer, will remain with the Company as a valuable member of the Board of Directors.

Item 5.1 Full Description of Material Change

See Item 4 herein.

Item 5.2 Disclosure for Restructuring Transactions

N/A

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7. Omitted Information

N/A

Item 8. Executive Officer

*Donna M. Moroney,
Corporate Secretary
604.696.4236*

Item 9. Date of Report

May 3, 2021



NEWS RELEASE

Straightup Resources Acquires Ferdinand Gold Property in Ontario and Announces Appointment of New Director and Officer

Vancouver, British Columbia (Newfile Corp – March 24, 2021) – **Straightup Resources Inc. ("Straightup" or the "Company") (CSE: ST)** is pleased to announce that it has acquired an option from Gravel Ridge Resources Ltd. and Perry English to acquire a 100% interest in certain unpatented mining claims consisting of 17 claims comprising 354 cells and encompassing 6,600 hectares, which are situated near Red Lake, Ontario (the "**Ferdinand Gold Property**"). In order to exercise the option, the Company is required to pay cash payments of C\$148,000 over a term of four years, and issue an aggregate of 750,000 common shares at a deemed price of \$0.15 per share. Upon exercise of the Option, the Company has agreed to grant to the optionors a 1.5% net smelter return (the "**NSR**"), which NSR shall be subject to the Company's right to repurchase 0.5% of the NSR for a payment of C\$500,000.

The Ferdinand Gold Property is 13 km northwest of the town of Slate Falls. Access is currently by logging roads with forestry logging operations scheduled for expansion into the property. It is located within the eastern extension of the Confederation-Uchi greenstone belt, one of the best metal endowed greenstone belts in the world. Crustal scale structural features such as the Fry-Bamaji deformation zone traverse the length of the property. Total magnetic intensity of the Ferdinand Gold Property display folded stratigraphy along D2 structures. These are important structural features that are important for gold-bearing hydrothermal fluids and traps. The Ferdinand Gold Property is situated within the prolific Uchi Subprovince, which is one of the most metal endowed greenstone belts in the world by square kilometer.

In addition, the Company is pleased to announce the appointment of Mark Brezer to the Board of Directors and the appointment of Donna Moroney as Corporate Secretary. John Hiner has resigned as a director of the Company, effective March 22, 2021. The Board wishes to thank Mr. Hiner for his valuable contributions to the Company during his tenure with the Company.

Mr. Mark Brezer is a successful businessman and holds a geography/geology degree from the University of Arizona. During his studies, emphasis was placed on remote sensing, GIS, glaciation and climate change. Mr. Brezer has worked as a Project Manager and has overseen quality control, environmental monitoring and safety programs as related to road construction. Strong communication skills also led to roles in media relations and marketing. Mr. Brezer's family has been passionate about mining and construction for decades and he has been actively involved in the research and investment of junior mining companies for over 25 years. Time in the field and personal interest led Mr. Brezer to extensive first aid training and he certified as a paramedic and firefighter.

Donna Moroney has over 30 years of extensive experience in regulatory and corporate compliance in both Canada and the United States, and as a senior officer for various public companies, and has instructed and provided training in regulatory compliance. As President and owner of Wiklow Corporate Services Inc. since 2008, she assists companies in the resource, financial and technology sectors in maintaining the securities and exchange demands on public companies, as well as keeping them up-to-date on relevant issues, policies and working practices. Ms. Moroney also assists companies reporting in the U.S. in preparing registration statements, quarterly and annual financial filings and other various facets of meeting U.S. securities requirements.

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 and the Ferdinand Gold 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 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

Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release).